December 19, 2024

SoftBank Group Corp.

Scheduled Commencement of Tender Offer by a Subsidiary

(LY Corporation, Securities Code: 4689) for Shares of BEENOS Inc. (Securities Code: 3328)

SoftBank Group Corp. announced today that its subsidiary, LY Corporation (Securities code: 4689, Prime Market of the Tokyo Stock Exchange, "LY"), has resolved at its Board of Directors meeting held on December 19, 2024 to acquire the common shares and stock acquisition rights of BEENOS Inc. (Securities code: 3328, Prime Market of the Tokyo Stock Exchange) through a tender offer under the Financial Instruments and Exchange Act (Act No. 25 of 1948; as amended) and relevant laws and regulations, as detailed in the Attachment.

Outline of LY

Address	1-3 Kioicho, Chiyoda-ku, Tokyo
Name and title of the representative	Takeshi Idezawa, President and Representative Director, CEO
Main Business	Development of online advertising business, ecommerce business, members services business, and other businesses, and managing of group companies and other operations
Share capital	JPY 248,773 million (as of September 30, 2024)

December 19, 2024

To whom it may concern:

Company: LY Corporation
Representative: President and Representative Director, CEO Takeshi Idezawa
(Code: 4689 TSE Prime)
Contact: Senior Executive Officer
CFO (Chief Financial Officer)
Ryosuke Sakaue
(Tel.: 03-6779-4900)

Notice Concerning Scheduled Commencement of Tender Offer for the Shares of BEENOS Inc. (Securities Code: 3328)

LY Corporation (the "Tender Offeror") hereby announces that it has decided today to acquire the common shares (the "Target Company Shares") and the share options ("Share Options"; as defined in the section titled "2. Outline of Purchase, etc.", "(3) Price for Purchase, etc.", "② Share Options" below; hereinafter the same) of BEENOS Inc. (Securities Code: 3328, listed on the Tokyo Stock Exchange Inc. (the "Tokyo Stock Exchange") Prime Market; the "Target Company") through a tender offer (the "Tender Offer") pursuant to the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended; hereinafter referred to as the "Act") and related laws and regulations as a part of the series of transactions (the "Transactions") aimed at making the Target Company a wholly-owned subsidiary of the Tender Offeror.

With regard to the Tender Offer, since it is expected that it will take a certain period of time to complete the procedures and responses pursuant to domestic and foreign competition laws and regulations (at present, it is believed that procedures and responses are required in Japan and Taiwan, but the judgment on whether or not such procedures and responses are required may change in the future based on further confirmation of the facts regarding the Target Company's business or assets and the views of the relevant authorities; the same applies below), the Tender Offeror decided to make this announcement today after taking into account the procedures for obtaining clearance under domestic and foreign competition laws and regulations and considering that it would be beneficial for the Target Company's shareholders for the Tender Offeror to announce the Transactions prior to the Target Company's 25th Annual General Shareholders Meeting scheduled to be held in December 2024. Accordingly, the Tender Offeror plans to commence the Tender Offer promptly once the conditions precedent (Note 1) (the "Conditions Precedent for the Tender Offer"), such as the completion of such required procedures and responses, are satisfied by the Target Company or waived by the Tender Offeror (for the avoidance of doubt, the Tender Offeror may waive any of the Conditions Precedent for the Tender Offer at its discretion) pursuant to the tender offer agreement (the "Tender Offer Agreement") entered into between the Target Company and the Tender Offeror as of today (Note 2). As of today, the Tender Offeror, based on discussions with domestic and foreign law firms regarding the required procedures, aims to commence the Tender Offer at the end of February 2025. However, it is difficult to accurately predict the period required for completing the procedures of the relevant authorities both in Japan and abroad, and the Tender Offeror will announce the details of the schedule for the Tender Offer as soon as such details are decided.

In addition, if there are any changes to the expected date for the commencement of the Tender Offer, such changes will be notified promptly.

(Note 1) The "Conditions Precedent for the Tender Offer" are: ① the Target Company's board of directors passing a resolution to express an opinion in support for the Tender Offer and to recommend that the Target Company's shareholders and share option holders ("Share Option Holders") tender their shares and share options in the Tender Offer (the "Supporting Resolution"), which has been made public in accordance with laws and regulations, and such opinion has not been revoked or amended, and no resolutions with content that contradicts the Supporting Resolution have been passed; ② the Special Committee (as defined in the section titled "1. Purpose, etc. of Purchase, etc.", "(2) Background to, Purpose of and Decision-Making Process of the Tender Offer, and Management Policy after the Tender Offer", "② Target Company's decision-making process and reasons" below; hereinafter the same) has unanimously recommended that the Target Company's board of directors pass the Supporting Resolution, and such recommendation has not been revoked or amended; ③ the representations and warranties (Note 3) made by the Target Company in the Tender Offer Agreement are true and correct in all material respects; ④ all of the obligations to be performed or complied with by the Target Company under the Tender Offer Agreement (Note 4) have been performed or complied with in all material respects; ⑤ the Tendering Agreements (as defined in the section titled "1. Purpose, etc. of Purchase, etc.", "(1) Overview of the Tender Offer" below; the same applies hereinafter) have been lawfully and validly executed as of today, and continues to exist lawfully and validly without amendment, ⑥ the Target Company has not paid any dividends of surplus (excluding the dividend of 40 yen per share of surplus with the record date of September 30, 2024, which was resolved at the Target Company's board of directors meeting held on November 21, 2024) after the execution of the Tender Offer Agreement, and no shareholder proposals regarding agenda items at the shareholders meeting or demands for the convening of an extraordinary shareholders meeting have been made by the Target Company's shareholders (including all shareholder proposals at the 25th Annual General Shareholders Meeting to be held in December 2024 that have been lawfully and validly withdrawn or lawfully and validly rejected at such Annual General Shareholders Meeting), ⑦ undisclosed important facts, etc. concerning the Target Company (important facts concerning the business, etc. set forth in Article 166(2) of the Act (excluding those that have been disclosed in accordance with Paragraph (4) of the same Article) and facts concerning the implementation of a tender offer, etc. or facts concerning the suspension of a tender offer, etc. set forth in Article 167(2) of the Act (excluding the Tender Offer and those that have been disclosed in accordance with Paragraph (4) of the same Article)) do not exist, and the Tender Offeror has been provided with a document certifying this from the Target Company; ⑧ no decisions have been made by judicial or administrative agencies restricting or prohibiting any of the Transactions, and there is no specific risk of such decisions being made; ⑨ there is a reasonable likelihood that the clearance under domestic and foreign competition laws and regulations will be obtained by the expiration of the tender offer period; ⑩ no events that constitute the grounds for revocation of the Tender Offer agreed upon in the Tender Offer Agreement have occurred; ⑪ from the execution date of the Tender Offer Agreement onward, there have been no material adverse effects or reasons or events that would have such an adverse effect on the business, assets, liabilities, financial condition, management condition or cash flow, or forecasts thereof, of the Target Company Group (as defined in the section titled "(2) Background to, Purpose of and Decision-Making Process of the Tender Offer, and Management Policy after the Tender Offer", "① Background to, purpose of and decision-making process of the Tender Offer" below), or on the execution of the Transactions, or a material change in domestic or overseas stock market conditions or other market, financial or economic

environments, and there is no risk of such an occurrence (provided that this excludes (i) changes in laws and regulations, applicable accounting rules, accounting principles or their interpretations, (ii) occurrence or spread of hostilities, wars, terrorist acts, natural disasters or man-made disasters, (iii) general changes in the domestic and overseas economic or financial markets, (iv) events caused by or related to changes in the overall situation in the industry to which the Target Company Group's business belongs that are not changes particularly related only to the Target Company Group's business, and (v) deterioration in the terms and conditions of transactions requested by counterparties occurring after the announcement of the Transactions, provided further that any of these exclusions in (i) through (v) above applies only to cases in which the Target Company Group's business does not have a disproportionate adverse effect compared to other businesses operating in the industry to which the business belongs); and ⑫ implementation of measures reasonably necessary to strengthen the Target Company's structure to comply with laws and regulations pertaining to personal information.

(Note 2) Pursuant to Article 10(2) of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Act No. 54 of 1947, as amended; the "Anti-Monopoly Act"), the Tender Offeror must submit a prior notification to the Fair Trade Commission of its plan for the acquisition of the Target Company Shares through the Tender Offer (the "Share Acquisition") (such notification is hereinafter referred to as the "Prior Notification"), and the Tender Offeror may not carry out the Share Acquisition until 30 days (which may be shortened) have passed since the date on which the Prior Notification is accepted pursuant to Article 10(8) of the Anti-Monopoly Act.

In addition, Article 10(1) of the Anti-Monopoly Act prohibits the acquisition of shares of other companies that substantially restricts competition in a certain field of trade, and the Fair Trade Commission can order the necessary measures to eliminate any violation of this provision (Article 17-2(1) of the Anti-Monopoly Act; the "Cease and Desist Order"). When the Fair Trade Commission issues a Cease and Desist Order, it must hear opinions from the person to whom the Cease and Desist Order is to be issued (Article 49 of the Anti-Monopoly Act), and when hearing opinions, it must notify the addressee of the details of the scheduled Cease and Desist Order (Article 50(1) of the Anti-Monopoly Act), but the prior notification of the Cease and Desist Order for a plan regarding the acquisition of shares that is subject to such prior notification must be given within a certain period (in principle, 30 days from the date of acceptance of the foregoing Prior Notification, but this may be extended or shortened) (Article 10(9) of the Anti-Monopoly Act). If the Fair Trade Commission decides not to give the prior notification of the Cease and Desist Order, it is required to give notice to that effect (Article 9 of the Rules on Applications for Authorization, Reports and Notifications, etc. Pursuant to Articles 9 to 16 of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Fair Trade Commission Rules No. 1 of 1953)). The Tender Offeror commenced preliminary discussions with the Fair Trade Commission regarding the Share Acquisition on December 18, 2024, and plans to submit a prior notification around mid-January 2025 after the completion of the preliminary discussions.

Furthermore, the Tender Offeror is required to make a prior notification to the Fair Trade Commission of Taiwan regarding the Share Acquisition pursuant to the Fair Trade Act of 2002 of Taiwan, as amended. If the Fair Trade Commission of Taiwan decides to exercise its authority to review the Share Acquisition, the Tender Offeror may implement the Share Acquisition only after a waiting period (in principle, 30 business days from the official receipt of the prior notification, but this may be extended up to 60 business

days) has expired as long as the Fair Trade Commission of Taiwan does not take measures such as prohibiting the Share Acquisition within the waiting period. If the Fair Trade Commission of Taiwan decides not to exercise its authority to review the Share Acquisition, the Tender Offeror may implement the Share Acquisition after the decision not to exercise the authority to review has been made.

The Tender Offeror expects to make the prior notification regarding the Share Acquisition to the Fair Trade Commission of Taiwan in early February 2025.

(Note 3) For details of the representations and warranties made by the Target Company under the Tender Offer Agreement, please refer to "(6) Material Agreements related to the Tender Offer", "① Tender Offer Agreement" below.

(Note 4) For details of the Target Company's obligations under the Tender Offer Agreement, please refer to "(6) Material Agreements related to the Tender Offer", "① Tender Offer Agreement" below.

1. Purpose, etc. of Purchase, etc.

(1) Overview of the Tender Offer

The Tender Offeror is a *kabushiki kaisha* whose main business is the development of internet advertising, e-commerce and membership services (Note 1), as well as the management of group companies, and is a subsidiary of A Holdings Corporation (Note 2), of which A Holdings Corporation holds 62.49% of the voting rights as of the end of September 2024, and its shares are listed on the Tokyo Stock Exchange Prime Market. As of today, the Tender Offeror and A Holdings Corporation do not hold any Target Company Shares.

The Tender Offeror has decided to implement the Tender Offer for all of the Target Company Shares (including the Target Company's restricted shares granted to the Target Company's directors, employees, and directors and employees of its subsidiaries as restricted stock units (the "Restricted Shares") and the Target Company Shares to be issued upon exercise of the Share Options, but excluding treasury shares held by the Target Company; hereinafter the same) and Share Options, as part of the Transactions, if the Conditions Precedent for the Tender Offer are satisfied or waived by the Tender Offeror.

(Note 1) "Internet advertising" : The Tender Offeror provides various media services such as "Yahoo! JAPAN News," "LINE NEWS" and "Yahoo! JAPAN Search" and generates revenue by displaying advertisements from companies and other entities. The Tender Offeror Group mainly provides LINE advertising services and Yahoo! JAPAN advertising services to advertisers, with the LINE advertising services consisting of display ads, account ads, and other ads, and the Yahoo! JAPAN advertising services consisting of search ads, display ads, and other ads.

"E-commerce" : The Tender Offeror provides various services centered on e-commerce and operates "Yahoo! JAPAN Shopping," "LINE GIFT," and others.

"membership services" : The Tender Offeror operates "LYP Premium," which is a monthly subscription service that allows users to use the communication app "LINE" and other services such as "Yahoo! JAPAN Shopping" and "PayPay" in a convenient and cost-effective way.

(Note 2) SoftBank Group Corp., SoftBank Group Japan Corporation and SoftBank Corp. are parent companies that indirectly hold the voting rights of the Tender Offeror through A Holdings Corporation, the parent company of the Tender Offeror. SoftBank Corp. is the parent company of A Holdings Corporation (ownership ratio of the voting rights of shares of A Holdings Corporation as of September 30, 2024: 50.00%), SoftBank

Group Japan Corporation is the parent company of SoftBank Corp. (ownership ratio of the voting rights of shares of SoftBank Corp. as of September 30, 2024: 40.44%), and SoftBank Group Corp. is the parent company of SoftBank Group Japan Corporation (ownership ratio of the voting rights of shares of SoftBank Group Japan Corporation as of September 30, 2024: 100%).

In implementing the Tender Offer, the Tender Offeror has entered into (1) an agreement as of today with VARECS Partners Limited ("VARECS"), the Target Company's largest shareholder (Note 3), pursuant to which VARECS will tender all of the Target Company Shares held in the discretionary investment account operated by VARECS (number of shares held: 1,280,300 shares, ownership ratio (Note 4): 9.52%) in the Tender Offer (the "VARECS Tendering Agreement"); (2) an agreement with The MIRI Strategic Emerging Markets Fund LP ("MIRI"), the Target Company's second largest shareholder (Note 5), pursuant to which MIRI will tender all of the Target Company Shares it owns (number of shares held: 1,280,000 shares, ownership ratio: 9.51%) in the Tender Offer (the "MIRI Tendering Agreement"); and (3) an agreement with Asset Value Investors Limited ("AVI"; VARECS, MIRI and AVI are hereinafter collectively referred to as the "Tendering Shareholders;" the number of shares held by the Tendering Shareholders is 3,751,416 shares and the ownership ratio of the Tendering Shareholders is 27.89%), the Target Company's third largest shareholder (Note 6), pursuant to which AVI will tender all of the Target Company Shares held by AVI Japan Opportunity Trust Plc and AVI Japanese Special Situations Fund, each operated by AVI, (number of shares held: 1,191,116 shares, ownership ratio: 8.85%) in the Tender Offer (the "AVI Tendering Agreement"; the VARECS Tendering Agreement, the MIRI Tendering Agreement and the AVI Tendering Agreement are hereinafter collectively referred to as the "Tendering Agreements"). For details of the Tendering Agreements, please refer to "(6) Matters Concerning Material Agreements related to the Tender Offer" below.

(Note 3) According to "(5) Status of Major Shareholders" in "1. Status of Shares, etc." in "Part I. Corporate Information" in the Target Company's Second Quarter Report for the 25th Fiscal Period filed on May 14, 2024 (the "Target Company's Second Quarter Report"), while VARECS filed a substantial shareholding report (including any amendment to such report) with respect to the Target Company Shares, the Target Company has stated that it is unable to confirm the number of the Target Company Shares actually held by VARECS as of March 31, 2024. Accordingly, the number of the Target Company Shares and ownership ratio held by VARECS disclosed herein represent the same as of today as reported by VARECS. The shareholder ranking in this announcement is presented in order of descending ownership ratio, with reference to the ownership ratio of the Target Company held by the Tendering Shareholders as of today as reported by the Tendering Shareholders.

(Note 4) "Ownership ratio" means the ratio (rounded to two decimal places) to the number of shares (13,452,923 shares), which is the sum of the total number of issued shares (13,603,995 shares) as of September 30, 2024, as stated in the Target Company's Consolidated Financial Results for Fiscal Year Ended September 2024 (Prepared in Conformity with Generally Accepted Accounting Principles in Japan) (the "Target Company's Financial Results") submitted by the Target Company on November 7, 2024, plus the number of Target Company Shares (30,500 shares) underlying the Series 11 Share Options (305 share options), the number of Target Company Shares (243,800 shares) underlying the Series 12 Share Options (2,438 share options), the number of Target Company Shares (138,700 shares) underlying the Series 13 Share Options (1,387

share options), the number of Target Company Shares (26,700 shares) underlying the Series 14 Share Options (267 share options), the number of Target Company Shares (24,090) shares underlying the Series 15 Share Options (24,090 share options), and the number of Target Company Shares (136,000) shares underlying the Series 16 Share Options (136,000 share options) (total of 14,203,785 shares) which have been reported by the Target Company to be outstanding as of September 30, 2024, less the number of treasury shares held by the Target Company as of September 30, 2024 (750,862 shares) (the "Total Number of Shares after Taking the Target Company's Potential Shares into Account"). Hereinafter the same shall apply in calculating the ownership ratio.

(Note 5) On August 6, 2024, MIRI Capital Management LLC, which has been entrusted with the management operations by MIRI, filed a substantial shareholding report (including amendment reports to the same report filed on August 8, 13 and 15 of the same month) with respect the Target Company Shares. However, as the Target Company has not announced the number of the Target Company Shares effectively owned by MIRI, the number of the Target Company Shares and the ownership ratio held by MIRI disclosed herein represent the same as of today as reported by MIRI.

(Note 6) According to "(5) Status of Major Shareholders" in "1. Status of Shares, etc." in "Part I. Corporate Information" in the Target Company's Second Quarter Report, while AVI filed a substantial shareholding report (including any amendment to such report) with respect to the Target Company Shares, the Target Company has stated that it is unable to confirm the number of the Target Company Shares actually held by AVI as of March 31, 2024. The number of the Target Company Shares and the ownership ratio held by AVI disclosed herein represent the same as of today as reported by AVI.

As of today, the Tender Offeror is not aware of any impediments to the satisfaction of the Conditions Precedent for the Tender Offer. In addition, based on legal advice from domestic and overseas local law firms, the Tender Offeror will take the necessary procedures and actions under domestic and overseas competition laws and regulations to satisfy the Conditions Precedent for the Tender Offer. Based on the opinion of domestic and overseas local law firms, the Tender Offeror aims to complete such procedures and actions around the end of February 2025. However, since it is difficult to accurately predict the period required for the procedures, etc. required by the relevant authorities in Japan and abroad, the Tender Offeror will provide details of the schedule for the Tender Offer as soon as they are determined.

In the Tender Offer, the Tender Offeror has set 8,882,500 shares (ownership ratio: 66.03%) as the minimum number of shares to be purchased (Note 7). If the total number of share certificates, etc. offered in response to the Tender Offer (the "Tendered Share Certificates, etc.") does not reach the minimum number of shares to be purchased, the Tender Offeror will not purchase any of the Tendered Share Certificates, etc. In other words, if the total number of Tendered Share Certificates, etc. does not reach the minimum number (8,882,500 shares, ownership ratio: 66.03%), the Tender Offer will not be completed and the Transaction will not be carried out.

(Note 7) The minimum number of shares to be purchased is a provisional figure based on information available as of today, and the actual minimum number of shares to be purchased in the Tender Offer may differ from the figure stated above due to changes in the number of treasury shares held by the Target Company after today, or other reasons. The final minimum number of shares to be purchased will be determined prior to

the commencement of the Tender Offer, taking into account the latest information available at the time of the commencement of the Tender Offer.

Meanwhile, as mentioned above, because the purpose of the Tender Offer is to make the Target Company a wholly-owned subsidiary of the Tender Offeror by acquiring all of the Target Company Shares (including the Restricted Shares and the Target Company Shares to be delivered upon exercise of the Share Options, but excluding the treasury shares held by the Target Company) and the Share Options, there is no upper limit to the number of shares to be purchased, and if shares are tended in excess of the minimum number of shares to be purchased (8,882,500 shares, ownership ratio: 66.03%), the Tender Offeror will purchase all of the Tendered Share Certificates, etc.

The minimum number of shares to be purchased (8,882,500 shares) has been calculated by multiplying the number of voting rights (134,529 voting rights) associated with the Total Number of Shares after Taking the Target Company's Potential Shares into Account (13,452,923 shares) as of September 30, 2024 by two-thirds (89,686 voting rights, rounded up to the nearest whole number), *less* the number of voting rights (861 voting rights) associated with the number of Restricted Shares held by the Target Company's directors (total of 86,150 shares, ownership ratio: 0.64%) (Note 8), multiplied by the share unit number of the Target Company (100 shares) (8,882,500 shares). The Tender Offeror has set such a minimum number of shares to be purchased because, if the Tender Offeror is unable to acquire all of the Target Company Shares (including the Restricted Shares and the Target Company Shares to be delivered upon exercise of the Share Options, but excluding the treasury shares held by the Target Company) and all of the Share Options in the Tender Offer, after the completion of the Tender Offer, the Tender Offeror plans to, as described in "(4) Policy for Organizational Restructuring, etc. after the Tender Offer (Matters Relating to So-called "Two-step Acquisition)" below, request the Target Company to take a series of procedures (the "Squeeze-out Procedures") to make the Tender Offeror the sole shareholder of the Target Company and to take the Target Company Shares private, and because the Consolidation of Shares implemented as part of the Squeeze-out Procedures requires a special resolution at the shareholders meeting prescribed in Article 309(2) of the Companies Act (Act No. 86 of 2005, as amended; the "Companies Act"), the Tender Offeror's request is intended to ensure that the Tender Offeror will hold more than two-thirds of the voting rights of all shareholders of the Target Company after the Tender Offer in order to ensure the implementation of the Squeeze-out Procedures.

(Note 8) While the Restricted Shares cannot be tendered in the Tender Offer due to the transfer restrictions imposed on them, at the Target Company's board of directors meeting held on December 19, 2024, a resolution was passed to express an opinion in favor of the Tender Offer, which is premised on delisting, and at the time of the resolution, all directors to whom the Restricted Shares were allocated exercised their voting rights in favor of the resolution. As such, because it is expected that they will support the Squeeze-out Procedures if the Tender Offer is successfully completed, in considering the minimum number of shares to be purchased, the number of voting rights related to the Restricted Shares has been deducted.

In addition, the Tender Offeror plans to cover the costs of the Transactions, including the Tender Offer, from its own funds.

According to the Target Company's press release titled "Announcement of Opinion in Support of the Tender

Offer for Our Shares Scheduled to be Conducted by LY Corporation, and Recommendation for Our Shareholders to Tender their Shares in the Tender Offer" published today by the Target Company, the Target Company has determined that the Transactions, including the Tender Offer, will contribute to increasing the Target Company's corporate value, that the purchase price per share of the Target Company Shares in the Tender Offer (the "Tender Offer Price") is appropriate, and that the purchase price per option for the Share Options in the Tender Offer (the "Share Option Price") is determined based on the Tender Offer Price, calculated as the amount obtained by multiplying the difference between the Tender Offer Price and the exercise price of the share option by the number of the Target Company Shares that underlie each option. Thus, the Target Company determined that the Tender Offer provides the Target Company's shareholders with a reasonable opportunity to sell their shares and share options. Accordingly, at the Target Company's board of directors meeting held today, the Target Company's directors (including those who are audit and supervisory committee members) who participated in the deliberation and resolution unanimously resolved to express an opinion in support of the Tender Offer and to recommend that the Target Company's shareholders and Share Option Holders tender their shares and share options in the Tender Offer.

For details regarding the Target Company's decision-making process, please refer to "(3) Measures to Ensure the Fairness of the Tender Offer such as Measures to Ensure the Fairness of the Price for Purchase, etc. and to Avoid Conflicts of Interest", "⑥ Approval of the Target Company's directors with no conflict of interest (including directors who are audit and supervisory committee members)" below.

(2) Background to, Purpose of and Decision-Making Process of the Tender Offer, and Management Policy after the Tender Offer

The background to, purpose of and decision-making process of the Tender Offer, and the management policy after the Tender Offer are as follows. Among the following descriptions, the descriptions regarding the Target Company are based on information published by the Target Company, the Target Company Press Release and explanations provided by the Target Company.

① Background to, purpose of and decision-making process of the Tender Offer

The Tender Offeror established a Japanese corporation, "Yahoo Japan Corporation" ("Yahoo Japan"), through a joint venture between Yahoo Corporation of the United States and SoftBank Corp. and launched the commercial search site, "Yahoo! JAPAN", in January 1996, and commenced commerce services, including "Yahoo! JAPAN Shopping" and "Yahoo! JAPAN Auction", in September 1999. In addition, the Tender Offeror established PayPay Corporation through a joint investment with SoftBank Corp. in June 2018 and began providing electronic payment services such as mobile payments. Furthermore, in October 2019, in order to further expand its business domain and maximize its corporate value in the rapidly changing internet industry, the Tender Offeror transitioned to a holding company structure and changed its trade name to Z Holdings Corporation ("Z Holdings") in order to make flexible and agile decisions and optimally allocate management resources to enable more agile promotion of business strategies, and because the financial business requires stronger governance and business and financial measures that differ from those for internet services. In the following fiscal year, in March 2021, with the vision of becoming a platform that supports all aspects of life 24 hours a day, 365 days a year, the Tender Offeror conducted a business integration with LINE Corporation ("LINE"), which owns the communication app "LINE" that brings people closer together, and then, in October

2023, with the aim of accelerating the creation of group synergies, the Tender Offeror changed its trade name from Z Holdings to LY Corporation after reorganizing its subsidiaries: LINE, Yahoo Japan, Z Entertainment Corporation, and Z Data Corporation, and introduced an in-house company system of business operations to develop products and create synergies that transcend the boundaries of companies and services. In addition, after the Tender Offeror registered its shares over the counter with the Japan Securities Dealers Association in November 1997 and listed its shares on the First Section of the Tokyo Stock Exchange in October 2003, due to a review of market classifications by the Tokyo Stock Exchange in April 2022, the Tender Offeror is currently listed on the Tokyo Stock Exchange Prime Market.

As of the end of November 2024, the Tender Offeror consists of a total of 147 companies, including 109 subsidiaries and 38 affiliates (the "Tender Offeror Group"). The businesses operated by the Tender Offeror Group are broadly divided into the "Media Business," "Strategic Business," and "Commerce Business." The "Media Business" provides various media services such as "Yahoo! JAPAN News," "LINE NEWS," and "Yahoo! JAPAN Search" and generates revenue by displaying advertisements from companies and other entities. The Tender Offeror Group mainly provides LINE advertising services and Yahoo! JAPAN advertising services to advertisers, with the LINE advertising services consisting of display ads, account ads, and other ads, and the Yahoo! JAPAN advertising services consisting of search ads, display ads, and other ads. The "Strategic Business" is expanding various financial services, such as credit cards, banking, securities, and insurance, centered around the cashless payment service "PayPay." The "Commerce Business" provides various services centered on e-commerce and operates "Yahoo! JAPAN Shopping," "LINE GIFT," and others.

The Tender Offeror is also running a reuse business with a transaction value of 1 trillion yen in its "Commerce Business," and in November 2023, it unified the "YAHUOKU!" and "PayPay Flea Market" services under the "Yahoo! JAPAN" brand. In order to make both services more accessible to users, the design of the services has been revamped and unified under the Yahoo! JAPAN brand, further strengthening collaboration within the group. The Tender Offeror aims to further grow by utilizing group assets, such as promoting cross-use by members of "LYP Premium," which is a membership program that provides benefits related to messaging, e-commerce, and payment services, and promoting user traffic starting from the communication app through the establishment of a shopping tab in the revamping of "LINE". In particular, with regard to the reuse area, the Tender Offeror expects the user population to continue to expand further due to factors such as the reevaluation of reused products resulting from increased environmental awareness and the fading resistance to purchasing reused products, especially among young people. In particular, the Tender Offeror believes that the cross-border e-commerce market is a promising growth market with the potential to continue to expand significantly.

Meanwhile, the Target Company was established in November 1999, listed on the Tokyo Stock Exchange Mothers in July 2004, and transferred to the Tokyo Stock Exchange First Section in October 2016. Due to a review of market classifications at the Tokyo Stock Exchange, the Target Company moved to the Tokyo Stock Exchange Prime Market in April 2022.

As of today, the Target Company Group (referring to the Target Company and its affiliates; hereinafter the same) is comprised of the Target Company, 18 subsidiaries, and 3 affiliates, and its main businesses are e-commerce and incubation. The e-commerce business is further divided into global commerce and entertainment.

The main initiatives in each business are as follows:

(A) E-commerce business

Global commerce

The Target Company's subsidiary, Tenso, Inc., is engaged in an "overseas forwarding and purchasing support business," and operates "tenso.com," a service that handles overseas shipping (forwarding) of Japanese products for people living overseas, and "Buyee," a service that purchases products on behalf of others.

Shop Airlines, Ltd., a subsidiary of the Target Company, is engaged in a "global shopping business" and, in partnership with the marketplace eBay, operates "Sekaimon," a service that enables users to purchase products from around the world without leaving Japan.

The Target Company has transferred its "cross-platform business," which connects domestic and international platforms and enables mutual buying and selling, from other businesses to global commerce from the fiscal year ended September 2024.

Entertainment

The Target Company's subsidiary, BEENOS Entertainment Inc., provides the e-commerce platform "Groobee" specialized for the entertainment industry, and operates a shopping website for official merchandise of Japanese artist groups, while the Target Company's subsidiary, BeeCruise Inc., operates a licensing business that manufactures and sells character merchandise.

(B) Incubation business

The Target Company is currently investing in and nurturing startups in internet-related businesses overseas, primarily in emerging countries such as India and Southeast Asia, as well as in the inbound consumption-related market in Japan.

(C) Other businesses

BEENOS HR Link Inc., a subsidiary of the Target Company, operates the SaaS-based Cross-border HR Platform (Note 1) "Linkus" and is actively promoting the creation and development of businesses that will become the Company's future pillars, such as using technology to support the employment of foreign nationals.

(Note 1) "SaaS-based Cross-border HR Platform" refers to a Software as a Service (SaaS) that enables recruitment and employment management of foreign nationals as well as related documentation.

The Target Company Group's purpose is to "create the next standard that will expand the world's possibilities with ambition and technology", and it aims to become a "global platformer" that will continue to provide new common sense and possibilities by leveraging the power of technology and the global commerce knowledge it has cultivated to date, connecting people, things, and information with the global commerce market.

In addition, the Target Company believes that market trends are changing rapidly and the global situation is unstable, and therefore aims to increase profits rather than expand in scale, and will work to expand its business not only through existing businesses but also through new businesses and M&A, aiming for consolidated operating profits of 5 billion yen, excluding profits and losses from the investment business.

To this end, the Target Company believes that the issues that should be addressed as a priority for the Target Company Group are as follows:

(a) Strengthening collaboration with partners in the domestic global commerce business

The Target Company Group believes that its global commerce business has grown steadily by collaborating with major domestic platforms and over 6,000 e-commerce sites, and by continually acquiring overseas customers who want to purchase Japanese products. Meanwhile, the Target Company Group also believes that there is little room to expand domestic collaborations. Under these circumstances, the Target Company believes that it will be able to further evolve its global commerce business and expand its customer base by working with major platforms to resolve the complexities of the purchasing experience unique to cross-border e-commerce.

(b) Meeting overseas needs in the entertainment business

In the Target Company Group's global commerce business, the main products are entertainment-related products. This means that there is a strong demand overseas for Japanese content. Meanwhile, the Target Company Group recognizes that it has not been able to fully respond to such overseas needs due to language differences between Japan and overseas, and believes that by promoting overseas sales through multilingual support in its entertainment business in the future, it will be able to grow the business further.

(c) Expanding profit opportunities by establishing new businesses

The internet industry to which the Target Company Group belongs is changing rapidly, and the Target Company believes that the evolution of the business structure is required on an ongoing basis. Therefore, the Target Company believes that creating and acquiring new businesses is important for the corporate group to secure long-term profits. Based on the assets held by the existing businesses, such as customer base, operational excellence (Note 2), and data, the Target Company plans to accelerate efforts in new businesses in areas where synergies can be expected. To that end, the Target Company plans to increase its corporate value by continuing to work on new businesses within the group while also proactively working on business alliances and M&A.

(Note 2) "Operational excellence" refers to unique know-how in customer service and logistics operations related to e-commerce.

(d) Human resource development

The Target Company Group continues to actively hire personnel as its business grows, and excluding the value cycle segment that has been transferred, the number of employees has increased in recent years, from 194 employees at the end of the fiscal year ending September 2021 to 265 employees at the end of September 2024. Meanwhile, the Target Company Group recognizes that there is an issue in that there are few systematic mechanisms for employees' career development after joining the company and for improving their skills through training and the like. In the future, in line with the growth of the business, the Target Company Group believes that it is urgent to develop skill improvement measures, such as creating a systematic program that can produce business managers and other managerial positions from among employees, in addition to the recruitment of such employees.

Under the circumstances described above, the Tender Offeror believes that there is room for greater service value and corporate value improvement beyond the framework of the existing business collaboration with the Target Company, and in order to more strongly promote its policy of focusing on the cross-border e-commerce business, in mid-September 2024, the Tender Offeror began concrete consideration of deepening its relationship

with the Target Company, including the building of a capital relationship. In 2012, the Target Company's subsidiary, Tenso, Inc., launched "Buyee," a service that purchases products on behalf of customers as a cross-border intermediary business (Note 3), and in the same year, it began handling the Tender Offeror's commerce-related products and intermediary business for overseas purchasers. As the Tender Offeror expands its business, it will gradually implement API integration (Note 4) to improve system efficiency, and both the Tender Offeror and the Target Company will aim to maximize transaction amounts by implementing joint sales promotion from 2023. Having concluded that deepening its relationship with the Target Company, which has been an important business partner and has a mutual understanding of systems and products, would lead to the strengthening of the cross-border e-commerce business, the Tender Offeror approached the Target Company on September 26, 2024 to hold a meeting in order to explore the possibility of deepening its relationship with the Target Company, including building a capital relationship, and on October 10, 2024, the Tender Offeror once again approached the Target Company about the possibility of acquiring the Target Company Shares. In response, the Target Company informed the Tender Offeror that it was already in discussions with another company for making the Target Company a wholly-owned subsidiary, and requested the Tender Offeror to submit a letter of intent so that the Tender Offeror could join in the discussions. The Tender Offeror then conducted a review and analysis based on the Target Company's publicly available information, such as its securities reports and presentation materials of its financial results, and on October 16, 2024, submitted a letter of intent to the Target Company, based on the premise that the Target Company would become a wholly-owned subsidiary of the Tender Offeror. Thereafter, on October 16, 2024, the Tender Offeror was notified by the Target Company that it had selected the Tender Offeror as a potential purchaser and would cooperate with due diligence to a reasonable extent. In addition, on October 24, 2024, the Tender Offeror received a request from the Target Company to submit a letter of intent setting out the maximum tender offer price at the time and other tender conditions, and once again submitted a non-binding letter of intent on November 11, 2024. Thereafter, the Tender Offeror received a request to raise the tender offer price and, on November 12, 2024, the Tender Offeror received a request from the Target Company to submit a legally binding letter of intent by December 2, 2024.

(Note 3) A "cross-border intermediary business" is a business that builds an e-commerce site for intermediaries to purchase products on behalf of overseas users so that they can purchase products sold on domestic e-commerce sites, and also handles the shipping procedures for the products purchased on behalf of overseas users from Japan to overseas.

(Note 4) "API (Application Programming Interface) integration" is sharing of data pursuant to API, a set of rules and procedures for different software and applications to communicate with each other and exchange information. Currently, the Tender Offeror provides the Target Company's subsidiary, Tenso, Inc. with various information regarding to "Yahoo! JAPAN Auction" via the following APIs:
API to obtain product information and category information, API to obtain and delete My Auction information related to bids and successful bids, API to obtain bid information for products, API to make bids on products, and API to obtain information about ratings.

From late October 2024 to late November of the same year, the Tender Offeror conducted due diligence on the Target Company, and in parallel with performing the due diligence, further analyzed and considered specific measures to create business synergies between the Tender Offeror Group and the Target Company Group, as

well as the management policy after the Target Company becomes a wholly-owned subsidiary of the Tender Offeror. As a result of such analysis and consideration, the Tender Offeror has come to the conclusion that by making the Target Company a wholly-owned subsidiary of the Tender Offeror through the Transactions, business synergies, primarily in the cross-border e-commerce business, can be expected, which will lead to increased corporate value for the Tender Offeror Group and the Target Company Group. The specific synergies currently anticipated by the Tender Offeror from the Transactions are as follows. The two companies have worked together as important business partners, and have a mutual understanding of systems and products, so the Tender Offeror believes that the following initiatives that will drive the future cross-border e-commerce market will be possible.

(a) Increase in products for overseas markets

By implementing measures to encourage domestic corporate and individual sellers to list products that are in high demand overseas, the Tender Offeror believes that it can increase distribution on “Buyee”, operated by Tenso, Inc., a subsidiary of the Target Company.

When products are sold via the Tender Offeror's services, the Tender Offeror receives a sales commission from the sellers and records this as sales. When considering preferential measures with respect to sales commissions, the Tender Offeror calculates the cost of such preferential measures based solely on this sales revenue. On the other hand, the Target Company receives agency fees from overseas users when overseas users purchase products in Japan and records this as sales.

If the Tender Offeror makes the Target Company its subsidiary, the Tender Offeror believes that it will be able to consider the scope for preferential treatment of sales commissions based on the consolidated sales of both companies, and as a result, it will be able to consider preferential measures that include the Target Company's sales, rather than considering preferential measures based solely on the Tender Offeror's sales. The Tender Offeror believes that it will be able to consider and focus on implementing preferential measures for sales commissions for products in high demand overseas and enjoy an increase in the number of listings for products in high demand overseas as a result. The Target Company also believes that an increase in the number of listings of products in high demand overseas will lead to an increase in usage by overseas users and an increase in agency fees.

In addition, if the Target Company becomes a wholly-owned subsidiary of the Tender Offeror, the concern over potential conflicts of interest between the Tender Offeror and the Target Company's minority shareholders will be removed, and the Target Company's profits will be recorded as net income attributable to parent company’s shareholders in the Tender Offeror's consolidated profit and loss statement. As such, the Tender Offeror believes that by investing more of the Tender Offeror's human and material resources beyond simply making the Target Company its subsidiary, it will enable the Tender Offeror to consider more in-depth sales incentives, such as substantially more preferential treatment of seller's sales commissions, and to promptly make decisions regarding such incentives.

In addition, in order to implement the above measures, it is necessary to quickly detect and analyze the trends of overseas buyers quickly and increase the number of products with high demand from overseas. To this end, by making the Target Company a wholly-owned subsidiary, the Tender Offeror believes that it can quickly establish an environment for the utilization of data between the Tender Offeror and the Target Company without having to worry about potential conflicts of interest between the Tender Offeror and the Target Company's

minority shareholders.

(b) Marketing development leveraging data and know-how of both companies

In order to expand the sales channels for products listed in Japan to overseas markets, it is necessary to increase the number of products with high demand from overseas and to expand the customer base overseas as describe in (a) above.

In acquiring new customers, if the Tender Offeror and the Target Company each acquires new customers independently, there will be some overlap in the potential users targeted by new customer acquisition activities of each company. If the Target Company becomes a subsidiary of the Tender Offeror, it will be possible to consolidate the overlapping new customer acquisition activities between the Tender Offeror and the Target Company, and the Tender Offeror believes that this will reduce the costs of acquiring new customers. The Target Company then can use the reduced costs to implement additional measures that will lead to an increase in the number of customers, such as increasing the discount on the agency fee for the first-time purchase by customers and offering discounts on shipping costs, and the Tender Offerors believes that this will lead to an increase in the number of overseas customers.

In addition, if the Target Company becomes a wholly-owned subsidiary of the Tender Offeror, the concern over potential conflicts of interest between the Tender Offeror and the Target Company's minority shareholders will be removed, and the Target Company's profits will be recorded as net income attributable to parent company’s shareholders in the Tender Offeror's consolidated profit and loss statement. As such, the Tender Offeror believes that by investing more of the Tender Offeror's human and material resources beyond simply making the Target Company its subsidiary, it will enable the Tender Offeror to consider more in-depth new customer acquisition incentives and to acquire more new overseas customers.

From the perspective of swiftly maximizing the realization of the synergy effects of (a) and (b) above, the Tender Offeror has come to the conclusion that making the Target Company its wholly-owned subsidiary is reasonable, since making the Target Company a wholly-owned subsidiary is premised on the efficient use of management resources based on decision-making between the Tender Offeror and the Target Company. In addition, comparing making the Target Company a wholly-owned subsidiary with making a partial investment in the Target Company, the Tender Offeror believes that making the Target Company a wholly-owned subsidiary will contribute to preventing the Tender Offeror’s capital relationship from becoming more complicated, the Tender Offeror’s capital efficiency from worsening, and the effectiveness of corporate governance from deteriorating due to the listing of a parent company and its subsidiary.

In addition, with regard to the possibility of dis-synergies between the Tender Offeror Group and the Target Company Group anticipated in the Transactions, there is a risk that competitors of the Tender Offeror’s services will dissolve their relationships with “Buyee” as a result of the Transactions, and the Tender Offeror has considered such risk in discussions with the Target Company. The Tender Offeror has determined that the Target Company intends to continue its business after the Transactions with a policy of treating the Tender Offeror and competitors fairly, and that such risk will be absorbed through the future growth of the Target Company’s cross-border e-commerce business.

Based on the above-mentioned specific measures to create business synergies between the Tender Offeror Group and the Target Company Group, and the results of the Tender Offeror’s analysis and consideration of the management policy, etc. after the Target Company becomes a wholly-owned subsidiary of the Tender Offeror,

on December 2, 2024, the Tender Offeror presented a legally binding letter of intent to the Target Offeror, setting the tender offer price for the Target Company's common shares at 4,000 yen (representing a premium of 10.96% (rounded to the nearest hundredth; hereinafter the same in calculating the premium rate) on the closing price of the Target Company Shares on the Tokyo Stock Exchange Prime Market on November 29, 2024, which is the business day immediately preceding December 2, 2024 when the proposal was made, a premium of 27.31% on the simple average closing price of 3,142 yen (rounded to the first decimal place; hereinafter the same for all simple average closing prices) for the one-month period up to the same date, a premium of 39.13% on the simple average closing price of 2,875 yen for the three-month period up to the same date, and a premium of 51.80% on the simple average closing price of 2,635 yen for the six-month period up to the same date), and setting the Share Option Purchase Price to 226,300 yen per share option of the Series 11 Share Options (amount obtained by multiplying the difference (2,263 yen) between 4,000 yen as the proposed tender offer price and 1,737 yen as the exercise price of the Series 11 Share Options per share of the Target Company Shares by the number of Target Company Shares (100 shares) underlying one share option of the Series 11 Share Options), 292,900 yen per share option of the Series 12 Share Options (amount obtained by multiplying the difference (2,929 yen) between 4,000 yen as the proposed tender offer price and 1,071 yen as the exercise price of the Series 12 Share Options per share of the Target Company Shares by the number of Target Company Shares (100 shares) underlying one share option of the Series 12 Share Options), 292,900 yen per share option of the Series 13 Share Options (amount obtained by multiplying the difference (2,929 yen) between 4,000 yen as the proposed tender offer price and 1,071 yen as the exercise price of the Series 13 Share Options per share of the Target Company Shares by the number of Target Company Shares (100 shares) underlying one share option of the Series 13 Share Options), 27,000 yen per share option of the Series 14 Share Options (amount obtained by multiplying the difference (270 yen) between 4,000 yen as the proposed tender offer price and 3,730 yen as the exercise price of the Series 14 Share Options per share of the Target Company Shares by the number of Target Company Shares (100 shares) underlying one share option of the Series 14 Share Options), 14,740 yen per share option of the Series 15 Share Options (amount obtained by multiplying the difference (1,474 yen) between 4,000 yen as the proposed tender offer price and 2,526 yen as the exercise price of the Series 15 Share Options per share of the Target Company Shares by the number of Target Company Shares (100 shares) underlying one share option of the Series 15 Share Options), and 166,100 yen per share option of the Series 16 Share Options (amount obtained by multiplying the difference (1,661 yen) between 4,000 yen as the proposed tender offer price and 2,339 yen as the exercise price of the Series 16 Share Options per share of the Target Company Shares by the number of Target Company Shares (100 shares) underlying one share option of the Series 16 Share Options). As a result, on December 2, 2024, the Target Company notified the Tender Offeror that it had selected the Tender Offeror as its final candidate for the Tender Offer because the Tender Offeror proposed the highest tender offer price, and that it had accepted the offer to proceed with negotiations and discussions with the Tendering Shareholders at the same price after careful consideration and confirmation by the Special Committee that the tender offer price of 4,000 yen was appropriate.

Furthermore, in parallel with the discussions with the Target Company, the Tender Offeror also held discussions with the Tendering Shareholders regarding tendering agreements. Specifically, the Tender Offeror entered into a non-disclosure agreement with each Tendering Shareholder in early December 2024 and began negotiations toward entering into a tendering agreement. On December 5, 2024, December 6, 2024 and December 10, 2024, the Tender Offeror provided AVI, VARECS and MIRI, respectively, with an explanation

of the outline of the Transactions and the expected Tender Offer Price of 4,000 yen, and asked them whether they would consider tendering their shares in the Tender Offer if the Transactions were to be carried out. The Tender Offeror then began full-scale negotiations for the Tendering Agreements from December 5, 2024, December 6, 2024 and December 10, 2024 with AVI, VARECS and MIRI, respectively. The Tender Offeror reached with an agreement on the terms of the Tendering Agreements, including the Tender Offer Price of 4,000 yen, with MIRI on December 16, 2024 and VARECS and AVI on December 17, 2024. Accordingly, the Tender Offeror entered the Tendering Agreements with VARECS, MIRI and AVI as of today.

Subsequently on the same day, the Tender Offeror informed the Target Company that the Tender Offeror and the Tendering Shareholders have entered into the Tendering Agreements with the Tender Offer Price of 4,000 yen. Given that the Tender Offer Price of 4,000 yen was the highest price offered by the candidates, the Target Company reached an agreement with the Tender Offeror to set the Tender Offer Price at 4,000 yen.

② Target Company's decision-making process and reasons

(i) Establishment of structure for consideration

On August 23, 2024, the Target Company received an initial proposal from a third party other than the Tender Offeror (the "Initial Proposer") regarding a transaction to make the Target Company a wholly-owned subsidiary of the Initial Proposer (the "Initially Proposed Transaction"), and, therefore, in late August 2024, the Target Company retained Nishimura & Asahi ("N&A") as a legal advisor independent of the Initial Proposer and the Target Company to consider the Initially Proposed Transaction. Furthermore, because the Target Company received a non-binding letter of intent (the "Initial Proposal") concerning the Initially Proposed Transaction in writing from the Initial Proposal in early September 2024, in order to ensure the fairness of the Target Company's decision-making regarding the Initially Proposed Transaction and to eliminate arbitrariness in the decision-making process of the Target Company's board of directors, the Target Company passed a resolution at its board of directors meeting held on September 9, 2024 to establish a special committee (the "Special Committee") that is independent of the Initial Proposer and the Target Company and is composed of three members, Mr. Naofumi Nishi, Ms. Haruka Osawa (attorney) and Mr. Yasukazu Joho, who are all outside directors of the Target Company (for details of the background of the establishment of the Special Committee, background of considerations, and details of decisions, please refer to "(3) Measures to Ensure the Fairness of the Tender Offer such as Measures to Ensure the Fairness of the Price for Purchase, etc. and to Avoid Conflicts of Interest", "⑤ Establishment of an independent special committee at the Target Company and acquisition of a report from the special committee" below), and appointed Daiwa Securities Co. Ltd. ("Daiwa Securities") as a financial advisor and third-party valuation agent independent of the Initial Proposer and the Target Company on the same date to consider the Initially Proposed Transaction.

Furthermore, as described in "(3) Measures to Ensure the Fairness of the Tender Offer such as Measures to Ensure the Fairness of the Price for Purchase, etc. and to Avoid Conflicts of Interest", "⑤ Establishment of an independent special committee at the Target Company and acquisition of a report from the special committee" below, the Special Committee appointed Plutus Consulting Co., Ltd. ("Plutus Consulting"), an independent third-party valuation institution. independent of the Tender Offeror, the Initial Proposer, the Target Company and the Tendering Shareholders on October 10, 2024, after considering the firm's independence, expertise, track record, and other factors.

Subsequently, on September 10, 2024, the Target Company contacted the Initial Proposer and mentioned that it would consider the contents of the Initial Proposal after establishing the necessary structure for considering the Initial Proposal.

After the Target Company began its consideration of the Initial Proposal, because the Target Company was verbally approached by the Tender Offeror regarding the possibility of acquiring the Target Company Shares, the Target Company communicated to the Tender Offeror that it was already in discussions with another company regarding making the Target Company a wholly-owned subsidiary, and requested the Tender Offeror to submit a letter of intent to have the Tender Offeror join the discussions. Subsequently, on September 26, 2024, the Target Company received a request for an interview, and on October 10, 2024, the Target Company received a letter of intent from the Tender Offeror (the "Tender Offeror's Proposal"). In response to this, on October 16, 2024, the Special Committee, taking into account the advice of N&A and Daiwa Securities, as well as the "Guidelines for Corporate Acquisitions-Toward Enhancing Corporate Value and Securing Shareholder Interests" formulated by the Ministry of Economy, Trade and Industry on August 31, 2023, requested the Target Company's board of directors to pass a new resolution regarding the structure for considering the Initial Proposal and the Tender Offeror's Proposal, since the Special Committee's matters of consultation did not include the consideration of the Tender Offeror's Proposal, and the Initial Proposal and the Tender Offeror's Proposal are mutually incompatible and the Target Company's consideration of both proposals requires a comprehensive judgment of both proposals.

In response, the Target Company passed a resolution at its board of directors meeting held on October 24, 2024 to consult with the Special Committee, which was established to consider the Initial Proposal, on the Tender Offeror's Proposal, and if the Target Company receives any proposals from third parties that compete with the Initial Proposal and the Tender Offeror's Proposal, on their opinions on such competing proposals. For details of this resolution, please refer to "(3) Measures to Ensure the Fairness of the Tender Offer such as Measures to Ensure the Fairness of the Price for Purchase, etc. and to Avoid Conflicts of Interest", "⑤ Establishment of an independent special committee at the Target Company and acquisition of a report from the special committee" below.

In light of the decision described above, the Target Company re-considered the above-mentioned structure for consideration, but concluded that there were no problems with such structure for consideration because N&A, Daiwa Securities and Plutus Consulting are also all independent of the Tender Offeror.

(ii) Background of considerations and negotiations

After establishing the structure described above, the Target Company, based on the negotiation policy confirmed in advance by the Special Committee and the opinions, instructions and requests at important stages in the negotiations, received from Daiwa Securities a report on the analysis of the fair value of the Target Company's shares, advice on the negotiation policy with the Tender Offeror and other advice from a financial perspective, and advice on measures to ensure the fairness of the procedures in the Transactions and other legal advice from N&A, held multiple consultations and negotiations with the Initial Proposer and the Tender Offeror, respectively, regarding the Initially Proposed Transaction and whether to proceed with the Transactions, and, on October 24, 2024, requested both the Initial Proposer and the Tender Offeror to submit their letters of intent by November 11, 2024, setting out the then-maximum purchase price and other acquisition terms and conditions.

Consequently, the Special Committee received a legally binding final proposal from the Initial Proposer on November 11, 2024. The Target Company also received a non-binding letter of intent from the Tender Offeror on November 11, 2024. In comparing and considering the proposals received from the Initial Proposer and the Tender Offeror, the Target Company comprehensively considered the tender offer price and other terms and conditions in each proposal, and whether each proposal was legally binding. As a result, the Target Company decided to continue discussions with the Initial Proposer and the Tender Offeror in order to fully and sincerely consider the proposals from the perspective of protecting and enhancing corporate value and the common interests of shareholders. On November 12, 2024, the Target Company requested both the Initial Proposer and the Tender Offeror to raise the tender offer price and to submit a legally binding letter of intent again by December 2, 2024.

Subsequently, on December 2, 2024, the Tender Offeror received legally binding final letters of intent from the Initial Proposer and the Tender Offeror (the final letter of intent received from the Initial Proposer is hereinafter referred to as the "Initial Proposer's Final Letter of Intent" and the final letter of intent received from the Tender Offeror is hereinafter referred to as the "Tender Offeror's Final Letter of Intent"). In comparing and considering the Initial Proposer's Final Letter of Intent and the Tender Offeror's Final Letter of Intent on the same day, the Target Company comprehensively considered the tender offer price of each proposal and other terms and conditions such as the financing capability, and concluded that the Tender Offeror's Proposal of setting tender offer prices at 4,000 yen for the common shares of the Target Company, 226,300 yen per share option of the Series 11 Share Options, 292,900 per share option of the Series 12 Share Options, 292,900 yen per share option of the Series 13 Share Options, 27,000 yen per share option of the Series 14 Share Options, 14,740 yen per share option of the Series 15 Share Options, and 166,100 yen per share option of the Series 16 Share Options was superior to the Initial Proposal in terms of the proposed price, the likelihood of the transaction being completed, and the strategies and measures aimed at improving the Target Company's corporate value in the mid-to-long-term. The Target Company therefore selected the Tender Offeror as a candidate purchaser of the Target Company Shares and the Share Options, and informed the Tender Offeror that it would continue discussions with the Tender Offeror regarding the Transactions, and also informed the Initial Proposer that it would discontinue the consideration of the Initially Proposed Transaction. In addition, with regard to the Tender Offer Price, after the Target Company received the price proposal from the Tender Offeror in the final letter of intent on December 2, 2024, setting the Tender Offer Price at 4,000 yen. After careful consideration of the results of the valuations of the Target Company Shares and the related reports by Daiwa Securities and Plutus Consulting and the Special Committee's opinions as well as the advice from Daiwa Securities, the Target Company confirmed with the Special Committee that the Tender Offer Price of 4,000 yen was appropriate and communicated to the Tender Offeror that it would accept the offer to proceed with discussions and negotiations with the Tendering Shareholders at that price.

Subsequently, the Tender Offeror have been in parallel discussions and negotiations with the Tendering Shareholders regarding the terms of the Tender Agreements, and the Target Company have been confirming the status of these discussions and negotiations, but today the Target Company received a communication from the Tender Offeror stating that the Offeror and the Tendering Shareholders had reached an agreement on the Tender Agreements, including a Tender Offer Price of 4,000 yen, and therefore the Target Company reached an agreement with the Tender Offeror on a Tender Offer Price of 4,000 yen.

During the consideration and negotiation process described above, the Special Committee received reports

from the Target Company, N&A and Daiwa Securities from time to time, and confirmed and approved them as appropriate. Specifically, the Target Company first prepared and presented the four-year business plan from the fiscal year ending September 2025 to the fiscal year ending September 2028 to the Initial Proposer and the Tender Offeror, and then the Special Committee confirmed the reasonableness of the contents of the Target Company's business plan, important assumptions, preparation process, and other factors, on which Daiwa Securities and Plutus Consulting based their valuation of the Target Company Shares. In addition, the Target Company's financial advisors responded to negotiations with the Initial Proposer and the Tender Offeror in accordance with the negotiation policy that was previously discussed and decided by the Special Committee. Each time the Target Company received price proposals for the Initial Proposal and the Tender Offeror's Proposal from the Initial Proposer and the Tender Offeror, the Target Company immediately reported to the Special Committee, received opinions, instructions, and requests from the Special Committee regarding the negotiation policy with the Tender Offeror, and took measures accordingly.

Subsequently, the Target Company received a report (the "Report") from the Special Committee dated December, 19, 2024, which contained the following recommendations: ① it is appropriate for the Target Company's board of directors to express an opinion in favor of the Tender Offer and to resolve to recommend that the Target Company's shareholders and the Share Options Holders tender their shares and share options in the Tender Offer, and (ii) the Transactions are not disadvantageous to the Target Company's general shareholders (for the overview of the Report, please refer to "(3) Measures to Ensure the Fairness of the Tender Offer such as Measures to Ensure the Fairness of the Price for Purchase, etc. and to Avoid Conflicts of Interest", "⑤ Establishment of an independent special committee at the Target Company and acquisition of a report from the special committee" below). Thereafter, taking into account the legal advice received from its legal advisor N&A and the contents of the share valuation report obtained on December 18, 2024 from its third-party valuation institution, Daiwa Securities (the "Share Valuation Report (Daiwa Securities)") (for the overview of the Share Valuation Report (Daiwa Securities), please refer to "(3) Measures to Ensure the Fairness of the Tender Offer such as Measures to Ensure the Fairness of the Price for Purchase, etc. and to Avoid Conflicts of Interest", "② Acquisition of a share valuation report from an independent third-party valuation institution by the Target Company" below), the Target Company has carefully discussed and considered, while giving maximum respect to the contents of the Report submitted by the Special Committee, whether the Transactions will enhance the Target Company's corporate value and whether the terms and conditions of the Transactions, including the Tender Offer Price, are appropriate.

(iii) Details of the determination

As a result of the background described above, the Target Company, at its board of directors meeting held today, determined that, taking into account the following points among others, taking the Target Company Shares private through the Transactions and becoming a wholly-owned subsidiary of the Tender Offeror will contribute to enhancing the corporate value of the Target Company Group.

In other words, as described in "① Background to, purpose of and decision-making process of the Tender Offer" above, the Tender Offeror communicated to the Target Company that it intends to implement measures such as (i) increase in products for overseas markets and (ii) development of marketing using both companies' data and know-how. The Target Company also determined that implementing these measures would contribute significantly to solving the issues faced by the Target Company, which aims for further growth of

the global commerce business, and lead to further expansion of the global commerce business by allowing the Target Company to offer preferential commission rates to domestic corporate and individual sellers for products in high demand overseas and being able to respond to overseas demand, resulting increased number of sellers and overseas customers. In addition, by becoming a wholly-owned subsidiary of the Tender Offeror, the Target Company believes that it will be possible to utilize assets between the two companies without restriction and to accelerate efforts in new businesses by combining the Tender Offeror's existing business assets such as customer base and purchase data with the Target Company's existing business assets such as customer base, operational excellence and data, and that this will contribute to the realization of the Target Company's medium- to long-term growth and improvement in corporate value. Furthermore, the Target Company believes that that the corporate value of both the Tender Offeror Group and the Target Company Group can increase as it will be possible to improve services linked to media and payment, expand the customer base, optimize security measures and system infrastructure through technical cooperation with the Tender Offeror Group, and reduce costs by combining the Tender Offeror Group's know-how in commerce, which it has cultivated through the provision of services such as "Yahoo! JAPAN Shopping" and "Yahoo! JAPAN Auction", with the Target Company's know-how.

Generally speaking, disadvantages of the Target Company becoming an unlisted company include being unable to raise funds through equity financing from the capital markets and a decline in name recognition and social credibility from the perspective of recruiting personnel. However, in terms of financing, taking into account the Target Company's current financial situation, the Target Company does not believe that there is a strong need for equity financing for the time being, and since the Target Company can utilize the Tender Offeror Group's relationships with financial institutions and financing methods, it is expected that it will be sufficiently possible to secure the funds necessary for the Target Company's business. In terms of recruiting personnel, the Target Company is already considered to have name recognition in the industry, and as a company of the Tender Offeror Group, it will be possible to conduct recruiting activities in collaboration with the Tender Offeror, so the Target Company does not believe that there will any particular disadvantages to the Target Company becoming an unlisted company.

In addition, the Target Company has stated that it has discussed with the Tender Offeror the possibility of a potential conflict of interest between the Tender Offeror group and the Target Company group in executing the Transactions, and that there is a risk that competitors of the Tender Offeror's services may become reluctant to do business with the Target Company as a result of the Transactions. The Target Company intends to continue to develop its business in a way that treats the Tender Offeror and its competitors fairly, while also discussing the need for data firewalls and other appropriate measures, and has come to the conclusion that it will be possible to absorb this risk in the Target Company's future growth as a cross-border e-commerce business.

In addition, with regard to the Tender Offer Price, based on the discussions and negotiations described above, the Target Company has determined, mainly based on the following points (a) to (d), that the Tender Offer Price and other terms and conditions of the Tender Offer are reasonable prices that ensure the benefits to be enjoyed by the Target Company's general shareholders, and that the Tender Offer will provide the Target Company's shareholders with an opportunity to sell their Target Company Shares and Share Options at a price that includes a reasonable premium.

(a) Among the results of the share valuation of the Target Company Shares in the Share Valuation Report (Daiwa Securities) described in "(3) Measures to Ensure the Fairness of the Tender Offer such as Measures to Ensure the Fairness of the Price for Purchase, etc. and to Avoid Conflicts of Interest", "② Acquisition of a share valuation report from an independent third-party valuation institution by the Target Company" below, the valuation result exceeds the upper limit of the valuation result based on the market share price analysis and is above the range of the valuation result based on the discounted cash flow analysis (the "DCF Analysis").

(b) The Tender Offer Price is based on the base date of December 18, 2024, which is the business day immediately preceding the announcement date of the Tender Offer, and represents a premium of 18.69% on the closing price of the Target Company Shares on the Tokyo Stock Exchange Prime Market on the base date of 3,370 yen, a premium of 14.88% on the simple average closing price of 3,482 yen for the one-month period up to the base date, a premium of 30.46% on the simple average closing price of 3,066 yen for the three-month period up to the base date, and a premium of 44.35% on the simple average closing price of 2,771 yen for the six-month period up to the base date. While the level of this premium is not necessarily higher than the average premium level offered by similar companies outlined below, it would be more appropriate to consider a longer period of time than to consider only the most recent share price of the Target Company Shares given that the share price of the Target Company Shares has been in an upward phase. Considering that the most frequent premium levels seen for the average share price for the past three months and the past six months are both in the range of 30-40% with 10 cases each, the Tender Offer Price represents a reasonable premium level for the average share price of the Target Company Shares for the past three months and the past six months. Among the cases of tender offers published after June 28, 2019, when the Ministry of Economy, Trade and Industry published the "Guidelines for Fair M&A," (the "Guidelines for Fair M&A") the average premium level of 45 cases that were completed by December 18, 2024 of tender offers premised on a third party taking the company private (excluding tender offers for treasury shares, so-called discount tender offers, and management buyout (MBO) transactions) was (54.4% of the closing price on the business day prior to the publication date, , 55.4% of the simple average closing price for the past one month up to the business day immediately preceding the publication date, 58.4% of the simple average closing price for the past three months up to the business day immediately preceding the publication date, and 58.9% of the simple average closing price for the past six months up to the business day immediately preceding the publication date, and median (44.6% of the stock price on the business day immediately preceding the publication date, 41.5% of the simple average closing price for the past one month up to the business day immediately preceding the publication date, 45.8% of the simple average closing price for the past three months up to the business day immediately preceding the publication date, and 53.0% of the simple average closing price for the past six months up to the business day immediately preceding the publication date)).

(c) The Report obtained from the Special Committee independent of the Target Company determined that the terms and conditions of the Transactions, including the Tender Offer Price, are appropriate, as described in "(3) Measures to Ensure the Fairness of the Tender Offer such

as Measures to Ensure the Fairness of the Price for Purchase, etc. and to Avoid Conflicts of Interest", "⑤ Establishment of an independent special committee at the Target Company and acquisition of a report from the special committee" below.

(d) The Tender Offer Price was determined after sufficient measures to ensure the fairness of the Tender Offer, as described in "(3) Measures to Ensure the Fairness of the Tender Offer such as Measures to Ensure the Fairness of the Price for Purchase, etc. and to Avoid Conflicts of Interest" below, were taken, and after sufficient negotiations with the Tender Offeror with the substantial involvement of the Special Committee, which is independent of the Tender Offeror, the Initial Proposer, the Target Company and the Tendering Shareholders.

Similarly, the Share Option Purchase Price is the amount obtained by multiplying the difference between the Tender Offer Price and the exercise price of the Share Options by the number of Target Company Shares underlying one share option of the Share Options, and has been determined based on the Tender Offer Price. As such, the Target Company has determined that the Tender Offer will provide the Target Company's Share Options Holders with a reasonable opportunity to sell their Share Options.

Based on the above, the Target Company resolved at its board of directors meeting held today that, as the Target Company's current opinion, if the Tender Offer is commenced, it will express an opinion in favor of the Tender Offer and will recommend that the Target Company's shareholders and Share Option Holders tender their shares and share options in the Tender Offer.

If the Conditions Precedent for the Tender Offer are satisfied or waived by the Tender Offeror, the Tender Offeror plans to promptly commence the Tender Offer. As of today, the Tender Offeror aims to commence the Tender Offer at the end of February 2025, taking into account discussions with domestic and foreign law firms regarding the procedures. However, since it is difficult to accurately predict the period required for the procedures by the relevant authorities in Japan and abroad, the Tender Offeror will announce the details of the schedule for the Tender Offer as soon as they are determined.

Therefore, at the board of directors meeting described above, the Target Company has resolved to request the Special Committee to consider whether there have been any changes to the opinion of the Special Committee submitted to the Target Company's board of directors today, when the Tender Offer is commenced, and to advise the Target Company's board of directors to that effect if there is no change to its previous opinion, or to state a revised opinion if there has been a change, and to express a new opinion regarding the Tender Offer at the time the Tender Offer is commenced, taking into account the opinion of the Special Committee.

For details of the resolution of the Target Company's board of directors meeting described above, please refer to "(3) Measures to Ensure the Fairness of the Tender Offer such as Measures to Ensure the Fairness of the Price for Purchase, etc. and to Avoid Conflicts of Interest", "⑥ Approval of the Target Company's directors with no conflict of interest (including directors who are audit and supervisory committee members)" below.

③ Management policy after the Tender Offer

As described in "① Background to, purpose of and decision-making process of the Tender Offer" above, the Tender Offeror intends to further grow its cross-border e-commerce business by making the Target Company a wholly-owned subsidiary of the Tender Offeror through the Transactions.

With regard to the management structure of the Target Company after the Transactions, after the successful completion of the Tender Offer, the Tender Offeror and the Target Company plan to hold discussions and decide on this matter from the perspective of further enhancing the corporate value of both companies, while respecting the Target Company's current management structure. At present, no specific decisions or agreements have been made, and no negotiations have been held with the Target Company regarding the management structure of the Target Company. At present, the Tender Offeror is considering dispatching directors and seconding employees in order to realize synergies early on, but the specific number of directors and employees to be dispatched or seconded has not been determined.

(3) Measures to Ensure the Fairness of the Tender Offer such as Measures to Ensure the Fairness of the Price for Purchase, etc. and to Avoid Conflicts of Interest

As of today, the Target Company is not a subsidiary of the Tender Offeror, and the Tender Offer does not constitute a tender offer by a controlling shareholder. In addition, it is not planned that all or part of the management team of the Target Company will directly or indirectly invest in the Tender Offeror, and the Transactions, including the Tender Offer, do not constitute a so-called management buyout (MBO) transaction. With that said, however, since the Tender Offer is being implemented as part of the objective of making the Target Company a wholly-owned subsidiary of the Tender Offeror, the Tender Offeror and the Target Company have each implemented the following measures to ensure the fairness of the Transactions, including the Tender Offer, from the perspectives of ensuring the fairness of the Tender Offer Price, eliminating arbitrariness in the decision-making process leading to the decision to implement the Tender Offer, and avoiding conflicts of interest. Among the descriptions provided below, the measures implemented by the Target Company are based on explanations received from the Target Company.

① Acquisition of a share valuation report from an independent third-party valuation institution by the Tender Offeror

In order to ensure the fairness of the Tender Offer Price, when determining the Tender Offer Price, the Tender Offeror requested Mizuho Securities, a financial advisor and third-party valuation institution independent of the Tender Offeror, the Target Company and the Tendering Shareholders, to calculate the share value of the Target Company Shares and acquired the Share Valuation Report (Mizuho Securities). For details of the Share Valuation Report (Mizuho Securities) acquired by the Tender Offeror from Mizuho Securities, please refer to the section titled "2. Outline of Purchase, etc.", "(4) Basis of Calculation, etc. of Price of Purchase, etc.", "② Basis of calculation" below.

② Acquisition of a share valuation report from an independent third-party valuation institution by the Target Company

The Target Company requested Daiwa Securities, a third-party valuation institution independent of the Tender Offeror, the Initial Proposer, the Target Company and the Tendering Shareholders, to calculate the share value of the Target Company Shares, and acquired the Share Valuation Report (Daiwa Securities) dated December 18, 2024. Given that the Target Company and the Tender Offeror have implemented measures to ensure the fairness of the Tender Offer Price and the fairness of the Transactions, the Target Company believes that the fairness of the Transactions, including the Tender Offer Price, has been ensured, and therefore has not obtained an opinion regarding the fairness of the Tender Offer Price (fairness opinion) from Daiwa

Securities.

Daiwa Securities is not a related party of the Target Company or the Tender Offeror, and has no material interests to disclose in relation to the Transactions, including the Tender Offer. In addition, the compensation paid to Daiwa Securities includes a success fee that will be paid on the condition that the Transactions are concluded, among other conditions. However, taking into consideration general practice in similar transactions, the Target Company determined that the inclusion of a success fee that will be paid on the condition that the Transactions are concluded, among other conditions, does not negate its independence, and therefore appointed Daiwa Securities as its financial advisor and third-party valuation institution under the compensation structure described above.

(i) Overview of valuation of the Target Company Shares

After considering the valuation methods for the Tender Offer, Daiwa Securities decided that it would be appropriate to evaluate the value of the Target Company Shares from multiple angles, assuming that the Target Company is a going concern, and used the market price analysis because the Target Company Shares are listed on the Tokyo Stock Exchange Prime Market, and the DCF Analysis to reflect the status of future business activities in the valuation. The ranges of per-share values of the Target Company Shares calculated by Daiwa Securities using each of the above methods are as follows:

Market price analysis: 2,771 yen to 3,482 yen

DCF Analysis: 2,908 yen to 3,755 yen

Under the market price analysis, the base date is December 18, 2024, and the per-share value of the Target Company Shares has been calculated to be in the range of 2,771 yen to 3,482 yen based on the closing price of the Target Company Shares in regular trading on the Tokyo Stock Exchange Prime Market on the base date of 3,370 yen, the simple average closing price for the most recent one-month period of 3,482 yen, the simple average closing price for the most recent three-month period of 3,066 yen, and the simple average closing price for the most recent six-month period of 2,771 yen.

Under the DCF Analysis, based on various factors such as revenue and investment plans in the business plans for the four fiscal years from the fiscal year ending September 2025 to the fiscal year ending September 2028 (the “Business Plans”) prepared by the Target Company, as well as publicly disclosed information, the free cash flows that the Target Company is expected to generate from the fiscal year ending September 2025 are discounted to present value at a certain discount rate to analyze the Target Company’s corporate value and share value, and the per-share value of the Target Company Shares has been calculated to be in the range of 2,908 yen to 3,755 yen.

In addition, the Business Plans on which Daiwa Securities based its DCF Analysis do not include the Target Company's incubation business because the business plan for this business is dependent on the timing and price of the sale of individual issues, and given that the timing and price of these may be affected by external factors, it is difficult to estimate the free cash flow for the Business Plans during the relevant period. Instead, the value of this business is calculated by evaluating each stock individually and adding to the overall stock value. In addition, the Business Plans on which Daiwa Securities based its DCF Analysis do not include any fiscal years in which a significant increase or decrease in profits or free cash flow is expected compared to the previous fiscal year. Furthermore, the synergies expected to be realized through the implementation of the

Transactions are not included in the Business Plans because it is difficult to specifically estimate them at this point in time.

(ii) Overview of valuation of the Share Options

The Share Option Purchase Price is set at the difference between the Tender Offer Price and the exercise price of the Share Options multiplied by the number of Target Company Shares underlying one Share Option, and has been determined based on the Tender Offer Price. Therefore, the Target Company has not obtained a valuation report from a third-party valuation institution regarding the Share Option Purchase Price.

Although the acquisition of any of the Share Options through transfer requires the approval of the Target Company's board of directors, the Target Company plans to pass a resolution at the time Tender Offer is commenced to comprehensively approve the transfer of the Share Options held by the Share Options Holders to the Tender Offeror by tendering their Share Options in the Tender Offer, subject to the successful completion of the Tender Offer.

③ Acquisition of a share valuation report and a fairness opinion from an independent third-party valuation institution by the Special Committee

In considering the Matters for Consultation (as defined below; hereinafter the same), in order to ensure the appropriateness of the terms and conditions of the Transactions, including the Tender Offer Price, the Special Committee requested Plutus Consulting, a third-party valuation institution independent of the Tender Offeror, the Initial Proposer, the Target Company and the Tendering Shareholders to calculate the share value of the Target Company Shares and to express an opinion on the fairness of the terms and conditions of the Transactions from a financial perspective for the Target Company's minority shareholders, and obtained a share valuation report (the "Share Valuation Report (Plutus Consulting)") and a fairness opinion (the "Fairness Opinion"), each dated December 18, 2024.

Plutus Consulting is not a related party of the Tender Offeror, the Initial Proposer, the Target Company and the Tendering Shareholders, and has no significant interests in the Transactions, including the Tender Offer. In addition, Plutus Consulting's compensation for the Transactions is a fixed fee that will be paid regardless of the success or failure of the Transactions, and does not include a success fee that will be paid on the condition that the Transactions, including the Tender Offer, are successfully completed.

(i) Overview of valuation of the Target Company Shares

After considering the valuation methods to be adopted for valuing the Target Company's share price among multiple valuation methods in the Tender Offer, Plutus Consulting decided that it would be appropriate to evaluate the value of the Target Company Shares from multiple angles, assuming that the Target Company is a going concern, and used the market price analysis because the Target Company Shares are listed on the Tokyo Stock Exchange Prime Market, and the DCF Analysis to reflect the status of future business activities in the valuation. The ranges of per-share values of the Target Company Shares calculated by Plutus Consulting using each of the above methods are as follows:

Market price analysis: 2,771 yen to 3,482 yen

DCF Analysis: 3,469 yen to 4,752 yen

Under the market price analysis, the base date is December 18, 2024, and the per-share value of the Target Company Shares has been calculated to be in the range of 2,771 yen to 3,482 yen based on the base date closing price of the Target Company Shares on the Tokyo Stock Exchange Prime Market of 3,370 yen, the simple average closing price for the most recent one-month period of 3,482 yen, the simple average closing price for the most recent three-month period of 3,066 yen, and the simple average closing price for the most recent six-month period of 2,771 yen.

Under the DCF Analysis, based on the revenue forecast and investment plans in the Business Plans for the four fiscal years from the fiscal year ending September 2025 to the fiscal year ending September 2028 prepared by the Target Company, the free cash flows that the Target Company is expected to generate from the fiscal year ending September 2025 are discounted to present value at a certain discount rate to analyze the Target Company's corporate value and share value, and the per-share value of the Target Company Shares has been calculated to be in the range of 3,469 yen to 4,752 yen.

In addition, the Business Plans on which Plutus Consulting based its DCF Analysis do not include the Target Company's incubation business because the business plan for this business is dependent on the timing and price of the sale of individual issues, and given that the timing and price of these may be affected by external factors, it is difficult to estimate the free cash flow for the Business Plans during the relevant period. Instead, the value of this business is calculated by evaluating each stock individually and adding to the overall stock value. In addition, the Business Plans on which Plutus Consulting based its DCF Analysis do not include any fiscal years in which a significant increase or decrease in profits or free cash flow is expected compared to the previous fiscal year. Furthermore, the synergies expected to be realized through the implementation of the Transactions are not included in the Business Plans because it is difficult to specifically estimate them at this point in time (Note).

(Note) In valuing the value of the Target Company Shares, Plutus Consulting has generally adopted the information provided by the Target Company and publicly available information, etc., as is, and has assumed that all such materials and information are accurate and complete, and has not independently verified their accuracy or completeness. In addition, Plutus Consulting has not independently evaluated or assessed the Target Company's assets and liabilities (including off-balance sheet assets and liabilities and other contingent liabilities), nor has it requested an appraisal or assessment from a third party. Furthermore, it has assumed that the information regarding the Target Company's financial forecasts was reasonably prepared based on the best forecasts and judgments available at the time of the valuation by the Target Company's management. However, Plutus Consulting conducted multiple interviews concerning the Target Company's business plan, which was the basis for its valuation, and analyzed and examined its contents, and as described in "(3) Measures to Ensure the Fairness of the Tender Offer such as Measures to Ensure the Fairness of the Price for Purchase, etc. and to Avoid Conflicts of Interest", "⑤ Establishment of an independent special committee at the Target Company and acquisition of a report from the special committee" below, the Special Committee has confirmed the reasonableness of the contents, important assumptions, and preparation process thereof.

(ii) Overview of valuation of the Share Options

The Share Option Purchase Price is set at the difference between the Tender Offer Price and the exercise price of the Share Options multiplied by the number of Target Company Shares underlying one Share Option, and has been determined based on the Tender Offer Price. Therefore, the Target Company has not obtained a valuation report from a third-party valuation institution regarding the Share Option Purchase Price.

Although the acquisition of any of the Share Options through transfer requires the approval of the Target Company's board of directors, the Target Company plans to pass a resolution at the time Tender Offer is commenced to comprehensively approve the transfer of the Share Options held by the Share Options Holders to the Tender Offeror by tendering their Share Options in the Tender Offer, subject to the successful completion of the Tender Offer.

(iii) Overview of the Fairness Opinion

The Special Committee obtained a Fairness Opinion on December 18, 2024 from Plutus Consulting to the effect that the Tender Offer Price of 4,000 yen per share is fair to the Target Company's general shareholders from a financial perspective (Note). The Fairness Opinion expresses an opinion that, in light of the results of the valuation of the Target Company Shares based on the four-year business plan from the fiscal year ending September 2025 to the fiscal year ending September 2028 prepared by the Target Company, the Tender Offer Price of 4,000 yen per share is fair to the Target Company's general shareholders from a financial perspective.

In addition, the Fairness Opinion was issued after Plutus Consulting received disclosure from the Target Company of the current state of the Target Company Group's business and business outlook, etc., and after receiving an explanation of these matters, it conducted a valuation of the Target Company Shares, held a question-and-answer session with the Target Company regarding the outline, background and purpose of the Tender Offer, considered the Target Company Group's business environment, economy, market and financial conditions, etc. to the extent that Plutus Consulting deemed necessary, and conducted a review procedure by a screening committee that is independent of the engagement team at Plutus Consulting.

(Note) In preparing and submitting the Fairness Opinion and valuing the share value on which it is based, Plutus Consulting has relied on the information and basic materials provided by the Target Company or discussed with the Target Company, as well as publicly available materials, on the assumption that they are accurate and complete, and that there are no facts that may have a significant impact on the analysis and valuation of the share value of the Target Company Shares that have not been disclosed to Plutus Consulting, and has not independently investigated or verified them, nor is it obligated to do so. Plutus Consulting assumes that the business outlook and other materials used by Plutus Consulting as the basic materials for the Fairness Opinion have been reasonably prepared by the Target Company's management based on their best forecasts and judgments at the time, and Plutus Consulting does not guarantee their feasibility, nor has it expressed any opinion on the analyses or forecasts on which they were prepared or the assumptions on which they were based.

Plutus Consulting has not conducted an independent valuation or appraisal of the assets and liabilities (including off-balance sheet assets and liabilities and other contingent liabilities) of the Target Company and its affiliates, including any analysis or evaluation of the individual assets and liabilities, and has not been provided with any valuation or appraisal report with respect thereto. Accordingly, Plutus Consulting has not evaluated the solvency of the Target Company or its affiliates.

Plutus Consulting is not a legal, accounting or tax professional. Therefore, Plutus Consulting does not express any opinion on legal, accounting or tax issues related to the Tender Offer, nor is it obligated to do so. The Fairness Opinion is an opinion on the fairness of the Tender Offer Price from a financial perspective, for the purpose of the Special Committee's consideration when making its report on the matters commissioned by the Target Company. Therefore, the Fairness Opinion does not express any opinion on the merits or demerits of the Tender Offer over alternative transactions, the benefits to be derived from the Tender Offer, or the pros and cons of the Tender Offer.

The Fairness Opinion was written based on the financial and capital markets, economic conditions and other circumstances as of the date of writing as to whether the Tender Offer Price is fair to the Target Company's general shareholders from a financial perspective, and is based on the information available to Plutus Consulting up to that date, and the content of the Fairness Opinion may be affected by subsequent changes in circumstances, but Plutus Consulting is under no obligation to amend, change or supplement the content of the Fairness Opinion even in such a case. Furthermore, the Fairness Opinion does not infer or suggest any opinion with respect to matters other than those expressly stated in the Fairness Opinion or matters after the date of submission of the Fairness Opinion.

Plutus Consulting has not solicited investments in the Target Company, nor does it have the authority to do so. The Fairness Opinion merely expresses an opinion that the Tender Offer Price is fair and not disadvantageous to the Target Company's general shareholders from a financial perspective, and does not express any opinion or recommendation regarding the pros and cons of the Tender Offer or the tendering or other actions in relation to the Tender Offer, nor does it express any opinion to the holders of the Target Company's securities, creditors, or other related parties. Therefore, Plutus Consulting does not bear any responsibility to shareholders or third parties who have relied on the Fairness Opinion. In addition, the Fairness Opinion was provided by Plutus Consulting for the purpose of using it as a basic material for the judgment of the Target Company's board of directors and the Special Committee regarding the Tender Offer Price, and no other person may rely on it.

④ Advice from an independent law firm for the Target Company

In order to ensure the fairness and appropriateness of the decision-making of the Target Company's board of directors, the Target Company has retained N&A as a legal advisor independent of the Tender Offeror, the Initial Proposer, the Target Company and the Tendering Shareholders, and is receiving legal advice from N&A regarding the decision-making process and methods of the Target Company's board of directors regarding the Tender Offer and other points to note when making decisions regarding the Tender Offer.

N&A is not a related party of the Tender Offeror, the Initial Proposer, the Target Company and the Tendering Shareholders, and has no material interests in the Transactions, including the Tender Offer. In addition, N&A's compensation does not include any success fee that will be paid on the condition that the Transactions are successfully completed.

⑤ Establishment of an independent special committee at the Target Company and acquisition of a report from the special committee

(i) Background to establishment

As described in "(2) Background to, Purpose of and Decision-Making Process of the Tender Offer, and

Management Policy after the Tender Offer", "② Target Company's decision-making process and reasons" above, the Target Company established the Special Committee, which is composed of three members who are outside directors of the Target Company, Mr. Naofumi Nishi, Ms. Haruka Osawa and Mr. Yasukazu Joho, and is independent of the Initial Proposer and the Target Company, by a resolution of the board of directors held on September 9, 2024, in order to exercise caution in its decision-making regarding the Initially Proposed Transaction, to eliminate arbitrariness in the decision-making process of the Target Company's board of directors, and to ensure its fairness. In addition, as a result of a mutual election by the special committee members, Mr. Naofumi Nishi was elected as chairperson of the Special Committee.

Based on the above, the Target Company's board of directors has consulted with the Special Committee for its opinion on the following items, as a premise for considering the content of the opinion that the Target Company should express.

(i) Rationality of the purpose of the Initially Proposed Transaction (including whether the Initially Proposed Transaction will contribute to improving the Target Company's corporate value)
(ii) Fairness and appropriateness of the terms and conditions of the Initially Proposed Transaction
(iii) Fairness of the procedures concerning the Initially Proposed Transaction
(iv) Whether the implementation of the Initially Proposed Transaction would be detrimental to the Target Company's minority shareholders
(v) Whether the Target Company's board of directors should express an opinion in favor of the Initially Proposed Transaction and recommend that the Target Company's shareholders and share option holders tender their shares and share options in the Tender Offer

In addition, the Target Company's board of directors has resolved that, when making a decision regarding the tender offer by the Initial Proposer for the Target Company's common shares and the Share Options, it will respect the judgment of the Special Committee to the maximum extent possible, and that if the Special Committee determines that the terms and conditions of the Initially Proposed Transaction are not appropriate, it will not support the Initially Proposed Transaction.

In addition, the Target Company's board of directors has granted the Special Committee: (i) the authority to appoint or approve (including post-approval) the Target Company's financial advisors, third-party evaluation agencies, legal advisors and other advisors (collectively, the "Advisors"), and the authority to seek professional advice from the Target Company's Advisors if the Special Committee determines that it can trust the Target Company's Advisors and seek professional advice from the Target Company's Advisors; (ii) the authority to appoint the Special Committee's Advisors (reasonable expenses relating to the professional advice of the Special Committee's Advisors will be borne by the Target Company); (iii) the authority to appoint the Target Company's directors, employees and other Special Committee members, and request the attendance of any person it deems necessary and to request explanations of necessary information, and (iv) the authority to negotiate the terms and conditions of the Transaction, as necessary. (Even if the Special Committee does not directly negotiate the terms and conditions of the Tender Offer, the Special Committee will endeavor to ensure that it is substantially involved in the negotiation process of the terms and conditions of the Tender Offer, by, for example, confirming the negotiation policy in advance, receiving reports on the status in a timely manner, and expressing opinions and instructions or requests at important stages, as

necessary, and the Target Company will cooperate to ensure that such circumstances are ensured)

Subsequently, as described in "(2) Background to, Purpose of and Decision-Making Process of the Tender Offer, and Management Policy after the Tender Offer", "② Target Company's decision-making process and reasons" above, the Target Company has resolved to, in the event that it receives the Tender Offeror's Proposal, as well as any subsequent proposals from third parties that compete with the Initial Proposal and the Tender Offeror's Proposal (the "Competing Proposals"), to add the following items regarding such Competing Proposals to the list of matters for consultation with the Special Committee:

(I) Rationality of the purpose of the Transactions and the Competing Proposals (including whether the Transactions and the Competing Proposals will contribute to enhancing the Target Company's corporate value)
(II) Fairness and appropriateness of the terms and conditions of the Transactions and the Competing Proposals
(III) Fairness of procedures concerning the Transactions and the Competing Proposals
(IV) Whether the Transactions and the Competing Proposal are detrimental to the Target Company's minority shareholders
(V) Whether the Target Company's board of directors should express an opinion in favor of the Transactions and the Competing Proposals and recommend that the Target Company's shareholders and share option holders tender their shares and share options in the Tender Offer
((I) to (V) above are hereinafter collectively referred to as the "Matters for Consultation")

In addition, at today's board of directors meeting, the Target Company also resolved to request the Special Committee to consider whether there have been any changes to the opinion of the Special Committee submitted to the Target Company's board of directors today, when the Tender Offer is commenced, and to advise the Target Company's board of directors to that effect if there is no change to its previous opinion, or to state a revised opinion if there has been a change, and to express a new opinion regarding the Tender Offer at the time the Tender Offer is commenced, taking into account the opinion of the Special Committee.

Furthermore, in making the resolution above, the Target Company re-examined the examination procedures described above, and determined that there was no issue with the examination procedures because N&A, Daiwa Securities, and Plutus Consulting are all independent of the Tender Offeror and the Tendering Shareholders.

Incidentally, among the members of the Special Committee, each of Mr. Naofumi Nishi and Ms. Haruka Osawa is scheduled to retire as an outside director of the Target Company upon the completion of his/her term of office at the conclusion of the Target Company's 25th Annual General Shareholders Meeting scheduled to be held on December 20, 2024. However, a proposal to reappoint each member is expected to be passed at such Annual General Shareholders Meeting, and if a member is reappointed as an outside director through such resolution, the member is expected to continue as a member of the Special Committee.

Each member of the Special Committee will be paid a fixed amount of compensation for their services, regardless of the content of the report, and this compensation does not include a success fee that is conditional on the succession completion of the Transactions. However, if the total meeting time of the Special Committee exceeds 20 hours, additional compensation will be considered separately.

(ii) Background of consideration

In making its report on the Matters for Consultation, the Special Committee has met a total of 21 times between October 2, 2024 and December 18, 2024, for a total of approximately 16 hours, with all three committee members in attendance, to date, to report, share information, deliberate, make decisions, etc., and also exchanged opinions via e-mail and other means from time to time between each meeting, carefully deliberating and considering the Matters for Consultation.

Moreover, on October 2, 2024, the Special Committee approved its seeking professional advice from Daiwa Securities, the Target Company's third-party valuation institution and financial advisor, and N&A, the Target Company's legal advisor, as there are no issues with the independence and expertise of either of them. In addition, based on its authority to appoint its own advisors as described above, the Special Committee decided on October 10, 2024 to appoint Plutus Consulting as an independent third-party valuation institution independent of the Tender Offeror and the Target Company after considering their independence, expertise, track record, and other factors.

Furthermore, in making the decision above, the Target Company re-examined the examination procedures described above, and determined that there was no issue with the examination procedures because N&A, Daiwa Securities, and Plutus Consulting are all independent of the Tender Offeror and the Tendering Shareholders

Subsequently, the Special Committee has received legal advice from N&A, the Target Company's legal advisor, regarding the measures to ensure the fairness of the Transactions and the measures to avoid conflicts of interest, as well as other matters relating to the Transactions in general, in light of its independence and expertise.

The Special Committee also presented questions to the Tender Offeror and received explanations directly from the Tender Offeror regarding the background and purpose of the Transactions, the Target Company's management policy and governance after the Transactions, and the procedures and terms of the Transactions, and conducted a question-and-answer session. As a result of the careful discussions and consideration of the Matters for Consultation described above, the Special Committee unanimously submitted the Report, the contents of which are outlined below, to the Target Company's board of directors today.

(iii) Content of the determination

Contents and reasons of the Report

Under the circumstances described above and taking into consideration the legal advice received from N&A, the financial advice received from Plutus Consulting, and the content of the Share Valuation Report (Plutus Consulting) and the Fairness Opinion each submitted on December 18, 2024, the Special Committee carefully discussed and deliberated on the Matters for Consultation, and as a result, today, it submitted the following Report to the Target Company's board of directors, with all of the members of the Special Committee in agreement.

(a) Content of the Report

I. The purpose of the Transactions is considered to contribute to the enhancement of the Target Company's corporate value and is considered to be fair and reasonable.

II. The fairness of the procedures for the Transactions has been ensured, and it is considered that sufficient consideration has been given to the interests of the Target Company's shareholders through fair procedures in the Transactions.

III. Even when compared with the Initially Proposed Transaction, the terms and conditions of the Transactions, including the Tender Offer Price, are considered to be fair and reasonable.

IV. It is considered that the Transactions will not be disadvantageous to the minority shareholders of the Target Company.

V. It is considered that it is appropriate for the Target Company's board of directors to express an opinion in favor of the Tender Offer and to recommend that the Target Company's shareholders tender their shares in the Tender Offer.

(b) Reasons for the Report

I. Reasonableness of the purpose of the Transactions

The following considerations indicate that the Transactions will contribute to the enhancement of the Target Company's corporate value, and that its purpose is considered to be reasonable.

(i) The Target Company recognizes the following points as challenges facing the management, which are not considered to be unreasonable.

- While the Target Company Group's global commerce business has grown steadily by continuously acquiring overseas customers who want to purchase Japanese products through collaboration with major domestic platforms and over 6,000 e-commerce sites, there is little room for further expansion of domestic partners.
- The Target Company Group's global commerce business mainly handles entertainment-related products, and despite the strong overseas demand for Japanese content, the Target Company Group is unable to fully respond to such overseas demand due to differences in language between Japan and overseas.
- The internet industry, to which the Target Company Group belongs, is extremely volatile and requires continuous evolution of business structure, and it is important for the Target Company Group to create and acquire new businesses in order to secure long-term profits.
- For the employees of the Target Company Group, there is only a limited number of systematic mechanisms in place for career development and skills improvement through training after joining the company.

(ii) After receiving an explanation from the Target Company and asking questions about the explanation provided, there were no particularly unreasonable points in the Target Company's explanation of the following synergies and effects of improving corporate value after the Transactions, and the synergies and effects of improving corporate value after the Transactions were specific.

- All of the following measures to enhance the value of the Target Company proposed by the Tender Offeror are considered to contribute to enhancing the corporate value of the Target Company.
  (a) Measures to increase products for overseas markets
  (b) Joint marketing to overseas customers
  (c) Collaboration on know-how for countermeasures against misconduct

- After the Transactions, it is considered that the human resources development of the Target Company Group as a whole will progress by mutually sharing the knowledge of the Tender Offeror Group and the Target Company Group regarding data security and infrastructure, particularly in engineering.
- As the Tender Offeror has been a business partner of the Target Company since its founding and is currently the largest business partner that contributes the most to the Target Company's profits, it is considered that sufficient synergies can be expected based on the existing business relationship.
- On the other hand, with regard to the possibility of a potential dis-synergy between the Tender Offeror Group and the Target Company Group in the Transactions, while there is a risk that competitors of the Tender Offeror's services may become reluctant to do business with the Target Company as a result of the Transactions, it is thought that this risk can be absorbed in the future growth of the Target Company's cross-border e-commerce business.

(iii) The synergy effects considered by the Target Company are reasonable, and there are no unreasonable points in the Target Company's judgment and decision-making process that the Transactions will contribute to the enhancement of the Target Company's corporate value over the medium to long term.

II. Fairness of the procedures for the Transactions

Based on the following considerations, it is recognized that the fairness of the procedures for the Transactions has been ensured, as appropriate measures have been taken in accordance with the main fairness measures stipulated in the Guidelines for Fair M&A, and there are no unreasonable points in the content of these measures.

(i) In considering the pros and cons of the Transactions, a special committee with independence has been established, and this is functioning effectively, taking into account the main points raised in the Guidelines for Fair M&A regarding measures to enhance the effectiveness of the Special Committee.

- The Special Committee was involved in the Transactions from the initial stages of the process of forming the terms and conditions of the Transactions.
- The members of the Special Committee who participated in the deliberations and voting on the Transactions were independent of the Target Company and parties involved, and there were no issues regarding their qualifications.
- The Target Company's independent outside directors were substantially involved in the decision to establish the Special Committee, the establishment of its authority and responsibilities, the selection of its members, and the determination of its compensation.
- The Special Committee has been substantially involved in the negotiation process regarding the terms of the Transactions between the Target Company and the Initial Proposer and the Tender Offeror.
- The Special Committee has sought expert advice from advisors and experts with a high level of expertise and independence who were appointed by the Target Company's board of directors and who have a proper understanding of their role and are able to fulfill that role to the fullest extent, and, and at the same time, it is recognized that there was a system in place that allowed the Special Committee to seek expert advice on corporate value assessment from a third-party assessment

organization that it had independently appointed, and to seek expert knowledge on the fairness of the procedures and corporate value assessment in a timely and appropriate manner.

- The Special Committee has established a system that enables it to obtain important information, including non-public information, and to consider and determine the pros and cons of the Transactions and the appropriateness of the terms and conditions of the Transactions based on such information, and the Special Committee has actually obtained such information and considered and determined the pros and cons of the Transactions and the appropriateness of the terms and conditions of the Transactions.
- The Special Committee members are provided with compensation that is considered to be appropriate in terms of the content and level of their responsibilities, and it is recognized that they will be provided with such compensation.
- The board of directors of the Target Company is recognized as having established a system for making decisions that respects the content of the decisions made by the Special Committee to the maximum extent possible, based on an appropriate understanding and awareness of the content of the decisions made by the Special Committee, in light of the purpose of establishing the Special Committee.

(ii) The board of directors and the Special Committee have obtained independent expert advice from external specialists and experts in consideration of the main points raised in the Guidelines for Fair M&A, with the aim of carefully examining and determining the fairness of the procedures and the appropriateness of the terms and conditions of the Transactions, as follows, and it is recognized that this is functioning effectively.

- It is recognized that the Target Company obtained independent expert advice from N&A, a legal advisor with independence from the Target Company, from the initial stages of considering the Initially Proposed Transaction and the Transactions.
- It is recognized that the Target Company's board of directors or the Special Committee obtained a share valuation report and a fairness opinion from a third-party evaluation institution with expertise as the basis for their judgment when considering the Initially Proposed Transaction and the Transactions, and that there are no circumstances that would raise serious doubts about the independence of the third-party evaluation institution that conducted the share valuation or the fairness opinion.

(iii) The Target Company's board of directors and the Special Committee have, as described below, obtained independent expert advice from outside experts with due consideration to the main points raised in the Guidelines for Fair M&A, for the purpose of a careful examination and decision-making process regarding the fairness of the procedures and the appropriateness of the terms and conditions of the Transactions, and it is recognized that this is functioning effectively.

- The Target Company has confirmed the acquisition intentions of multiple potential candidates and has implemented a bidding process with multiple potential acquirers, so it can be evaluated as having conducted active market checks to the extent necessary.
- In the Transactions, including the period from the announcement of the Tender Offer to the commencement of the Tender Offer, a period of time was secured for counter-offers that was longer than the general tender offer period of 30 business days, and under the Tender Offer

Agreement, the Company is able to discuss counter-offers to a certain extent, and the agreement also provides for the possibility of withdrawing the recommendation to accept the offer and apply for the offer, so it is recognized that an environment has been created in which other potential acquirers can make counter-offers after the announcement, and an indirect market check is being carried out.

- There are no unreasonable points in the provision of information to the Initial Proposer and the Tender Offeror, and it is recognized that the response is in accordance with the requirements of the Guidelines for Fair M&A.

(iv) It is recognized that in the Transactions, the Special Committee, share valuation reports, and other information that the Guidelines for Fair M&A expect to be disclosed will be appropriately disclosed to the general shareholders of the Target Company.

(v) With regard to the Squeeze-out Procedures, no scheme has been adopted that does not ensure the right of shareholders to request purchase or the right to request determination of price for shareholders who oppose the Transactions, and it is planned to be disclosed that (i) the Squeeze-out Procedures will be conducted if the Tender Offer is successful, and (ii) the amount of money to be delivered to the Target Company's shareholders who did not tender their shares in the Tender Offer will be the same as the Tender Offer Price multiplied by the number of the Target Company Shares held by each such shareholder. It is recognized that the Transactions take into account the fact that it does not create coercion against general shareholders and that it takes measures that contribute to ensuring the fairness of the procedures.

III. Fairness and appropriateness of the terms of the Transactions

The following considerations indicate that the Target Company's corporate value is being appropriately evaluated, so the terms of this transaction are considered to be fair and appropriate.

(i) Consultation and negotiation process regarding the terms

- The terms and conditions of the Transactions were agreed upon as a result of the bidding process conducted by the Target Company, and in the bidding process, based on the request of the Special Committee, negotiations on the terms and conditions were conducted multiple times between the Target Company and the Tender Offeror, and as a result, the Tender Offeror agreed to the terms and conditions after extracting significant concessions from the Tender Offeror.
- The process of consultation and negotiation regarding the terms of the Transactions was recognized as fair and appropriate, and it was recognized that reasonable efforts were made to ensure that the Transactions would be conducted under terms and conditions that would not be disadvantageous to minority shareholders while enhancing corporate value.

(ii) Results of the share valuation by the third-party valuation institution selected by the Target Company

- In the results of the share valuation by Daiwa Securities, the per share value of the Target Company Shares was calculated to be between JPY 2,771 and JPY 3,482 based on the market price method and between JPY 2,908 and JPY 3,755 based on the DCF method.
- The Special Committee received an explanation from Daiwa Securities regarding the share valuation and conducted a question-and-answer session, and found no particular unreasonable points in the methods and calculation process adopted by Daiwa Securities in calculating the value of the Target Company Shares or in the results of the share valuation.

(iii) Results of the share valuation by the third-party valuation institution selected by the Special Committee

- In the results of the share valuation by Plutus Consulting, the per share value of the Target Company Shares was calculated to be between JPY 2,771 and JPY 3,482 based on the market price method and between JPY 3,469 and JPY 4,752 based on the DCF method.
- The Special Committee has obtained a fairness opinion dated December 18, 2024 from Plutus Consulting, and Plutus Consulting has expressed the opinion that the Tender Offer Price is fair to the Target Company's general shareholders from a financial point of view, and there are no particularly unreasonable points in the issuance procedures and content of the fairness opinion, and it is thought that the fairness of the Tender Offer Price is also supported by these.
- The Special Committee received an explanation from Plutus Consulting regarding the share valuation and conducted a question-and-answer session, and found no particular unreasonable points in the methods and calculation process adopted by Plutus Consulting in calculating the value of the Target Company Shares or in the results of the share valuation

(iv) Appropriateness of other terms

- With regard to the Squeeze-out Procedures, no scheme has been adopted that does not ensure the right of shareholders to request purchase or the right to request determination of price for shareholders who oppose the Transactions, and it is planned to be disclosed that (i) the Squeeze-out Procedures will be conducted if the Tender Offer is successful, and (ii) the amount of money to be delivered to the Target Company's shareholders who did not tender their shares in the Tender Offer will be the same as the Tender Offer Price multiplied by the number of the Target Company Shares held by each such shareholder. It is recognized that the Transactions take into account the fact that it does not create coercion against general shareholders and that the terms of the Squeeze-out Procedures are considered to be fair and appropriate.
- In addition to the above, no other terms and conditions of the Transactions were found to be unfair or inappropriate.

IV. Whether or not the Transactions are disadvantageous to the minority shareholders of the Target Company

- As stated above, the purpose of the Transactions is considered to be reasonable, and the procedures for the Transactions are fair, and the terms and conditions of the Transactions are considered to be fair and appropriate, so it is considered that the Transactions will not be disadvantageous to the general shareholders of the Target Company.

V. Opinion on whether the Target Company's board of directors should express an opinion in favor of the Transactions and recommend that the Target Company's shareholders and Share Option Holders tender in the Tender Offer

- As described above, the Transactions are considered to contribute to the enhancement of the Target Company's corporate value, the purpose of the Transactions is considered to be reasonable, the terms of the Transactions are considered to be fair and appropriate, and the procedures for the Transaction are considered to be fair and appropriate, and therefore it is considered appropriate for the Target Company's board of directors to express an opinion in favor of the Tender Offer and

it is also considered appropriate for the Target Company's board of directors to recommend that the Target Company's shareholders tender their shares in the Tender Offer.

- However, it is expected that a certain period of time will be required from the announcement of the Tender Offer until its commencement, and if, for example, a change occurs during the period until the commencement of the Tender Offer, such as the market share price exceeding the Tender Offer Price, it is possible that separate consideration will be required. Therefore, the response to Item V of the Matters for Consultation is based on the situation as of the date of this response.

⑥ Approval of the Target Company's directors with no conflict of interest (including directors who are audit and supervisory committee members)

The Target Company's board of directors has carefully discussed and considered the Transactions from the perspective of enhancing the Target Company's corporate value and the appropriateness of the terms and conditions of the Transactions, while taking into account the legal advice received from N&A, the financial advice received from Daiwa Securities, the contents of the Share Valuation Report (Daiwa Securities), the Share Valuation Report (Plutus Consulting) and the Fairness Opinion submitted through the Special Committee, the contents of multiple ongoing discussions with the Tender Offeror, and other related materials, and while giving the utmost respect to the contents of the Report.

Consequently, as described in "(2) Background to, Purpose of and Decision-Making Process of the Tender Offer, and Management Policy after the Tender Offer", "② Target Company's decision-making process and reasons" above, the Target Company has determined that the Transactions, including the Tender Offer, will contribute to improving the Target Company's corporate value through (i) increase in products for overseas markets and (ii) development of marketing using both companies' data and know-how as proposed by the Tender Offeror, that the Tender Offer Price is appropriate in light of the legal advice received from N&A, the financial advice received from Daiwa Securities, the content of the Share Valuation Report (Daiwa Securities), and the Share Valuation Report (Plutus Consulting) and the Fairness Opinion submitted through the Special Committee, that the Share Option Price is calculated as the amount obtained by multiplying the difference between the Tender Offer Price and the exercise price of the share option by the number of the Target Company Shares that underlie each option and that it will provide the Target Company's shareholders with a reasonable opportunity to sell their shares. At the board of directors meeting held today, the Target Company's directors (including those who are audit and supervisory committee members) who participated in the deliberation and resolution unanimously expressed an opinion in favor of the Tender Offer and resolved to recommend that the Target Company's shareholders and Share Option Holders tender their shares and share options in the Tender Offer.

As stated above, if the Conditions Precedent for the Tender Offer are satisfied or waived by the Tender Offeror, the Tender Offeror plans to promptly commence the Tender Offer. As of today, the Tender Offeror aims to commence the Tender Offer at the end of February 2025, taking into account discussions with domestic and foreign law firms regarding the procedures. However, since it is difficult to accurately predict the period required for the procedures by the relevant authorities in Japan and abroad, the Tender Offeror will announce the details of the schedule for the Tender Offer as soon as they are determined.

Therefore, at the board of directors meeting described above, the Target Company has resolved to request the Special Committee to consider whether there have been any changes to the opinion of the Special

Committee submitted to the Target Company's board of directors today, when the Tender Offer is commenced, and to advise the Target Company's board of directors to that effect if there is no change to its previous opinion, or to state a revised opinion if there has been a change, and to express a new opinion regarding the Tender Offer at the time the Tender Offer is commenced, taking into account the opinion of the Special Committee.

At the board of directors meeting described above, all eight directors of the Target Company (including directors who are audit and supervisory committee members) participated in the deliberations and resolutions, and the resolution was passed unanimously by all directors who participated in the resolution. Furthermore, none of the Target Company's directors (including directors who are audit and supervisory committee members) have any interests in the Transactions, including the Tender Offer.

⑦ Ensuring opportunities for other acquirers to make acquisition proposals (market check)

The Target Company and the Tender Offeror have not entered into any agreement that would unduly restrict the Target Company from contacting any other acquisition proposer other than the Tender Offeror ("Competing Acquisition Proposer"). The Tender Offeror has set the tender offer period at 30 business days, while the statutory minimum is 20 business days, thereby ensuring 10 business days more than the statutory minimum period of 20 business days with the intention of enabling other potential acquirers to consider the pros and cons of implementing counterproposals with greater level of consideration, ensuring an environment in which any Competing Acquisition Proposer can make a competitive bid, etc., and thereby taking care to ensure the fairness of the Tender Offer.

⑧ Measures to ensure that the Target Company's shareholders and Share Option Holders have an opportunity to make an appropriate decision as to whether or not to tender their shares and share options in the Tender Offer

The Tender Offeror has set the tender offer period at 30 business days, while the statutory minimum period is 20 business days. By setting the tender offer period to be longer than the statutory period in this way, the Tender Offeror believes that it will ensure that the Target Company's shareholders and Share Options Holders have the time and opportunity to make an appropriate decision regarding whether to tender their shares and share options in the Tender Offer.

(4) Policy for Organizational Restructuring, etc. after the Tender Offer (Matters Relating to So-called "Two-step Acquisition)

As stated in the section titled "(1) Overview of the Tender Offer" above, if the Tender Offeror is unable to acquire all of the Target Company Shares (provided that this includes the Restricted Shares and the Target Company Shares to be delivered pursuant to the exercise of the Share Options, but excludes the treasury shares owned by the Target Company) and the Share Options in the Tender Offer, the Tender Offeror intends to implement the Squeeze-out Procedures in the following manner after the completion of the Tender Offer.

① Demand to Cash Out

If, upon completion and settlement of the Tender Offer, the Tender Offeror comes to own 90% or more of the voting rights of all shareholders of the Target Company, the Tender Offeror plans to request all of the Target Company's shareholders (excluding the Tender Offeror and the Target Company) (the "Shareholders Subject to

the Cash-Out") to sell all of the Target Company Shares that they hold (the "Demand to Cash Out Shares"), as well as request all share option holders (excluding the Tender Offeror) (the "Share Option Holders Subject to the Cash-Out") to sell all of the Share Options that they hold (the "Demand to Cash Out Share Options"; the "Demand to Cash Out Shares" and the "Demand to Cash Out Share Options" are hereinafter collectively referred to as the "Demand to Cash Out") promptly after the completion of the settlement of the Tender Offer. In the Demand to Cash Out Shares, the Tender Offeror plans to set forth that the amount equivalent to the Tender Offer Price will be delivered to the Target Company's shareholders (excluding the Tender Offeror and the Target Company) as the price per share of the Target Company Shares, and in the Demand to Cash Out Share Options, the Company plans to set forth that the amount equivalent to the Share Option Purchase Price will be delivered to the Share Option Holders Subject to the Cash-Out as the price per share option of the Shares Options. In such case, the Tender Offeror will notify the Target Company of it and will require the Target Company to approve the Demand to Cash Out. If the Target Company approves the Demand to Cash Out by a resolution of its board of directors, in accordance with the procedures set forth in the relevant laws and ordinances, without individual approvals by the Shareholders Subject to the Cash-Out and the Share Option Holders Subject to the Cash-Out, the Tender Offeror will acquire, as of the acquisition date set forth in the Demand to Cash Out, all of the Target Company Shares owned by the Shareholders Subject to the Cash-Out, and all of the Share Options owned by the Share Option Holders Subject to the Cash-Out. In such case, the Tender Offeror plans to deliver the amount equivalent to the Tender Offer Price per share of the Target Company Shares to each of such Shareholders Subject to the Cash-Out and the amount equivalent to the Share Option Purchase Price per share option of the Share Options to the Share Option Holders Subject to the Cash-Out as consideration for the Target Company Shares that were owned by the Shareholders Subject to the Cash-Out and the Share Options that were owned by the Share Option Holders Subject to the Cash-Out, respectively. If the Target Company receives from the Tender Offeror its intention to Demand to Cash Out and the notice regarding the matters set out in each item of Article 179-2, Paragraph 1 of the Companies Act, the Target Company plans to approve the Demand to Cash Out in its board of directors' meeting.

The Companies Act prescribes that, in order to protect the rights of minority shareholders in relation to the Demand to Cash Out, pursuant to the provisions of Article 179-8 of the Companies Act and other relevant laws and regulations, the Shareholders Subject to the Cash-Out and the Share Option Holders Subject to the Cash-Out may file a petition with a court to determine the sale price of the Target Company Shares or the Share Options that they own. The sale price of the Target Company Shares or the Share Options in a case where the foregoing petition is filed will ultimately be determined by the court.

② Consolidation of Shares

If, upon completion and settlement of the Tender Offer, the Tender Offeror owns less than 90% of the Target Company's voting rights, the Tender Offeror plans to request the Target Company to hold an extraordinary shareholders meeting (the "Extraordinary Shareholders Meeting"), promptly after the settlement of the Tender Offer, that will resolve proposals including: (a) a proposal regarding the consolidation of the Target Company Shares (the "Consolidation of Shares") under Article 180 of the Companies Act, and (b) a proposal regarding a partial amendment to the articles of incorporation subject to the Consolidation of Shares becoming effective for the purpose of abolishing the provision regarding the number of shares constituting one unit of stock (if the Tender Offer is commenced in late February 2025, the Extraordinary Shareholders Meeting is expected to be

held around mid-June 2025). The Tender Offeror plans to vote in favor of each of the above-mentioned proposals at the Extraordinary Shareholders Meeting.

If the proposal regarding the Consolidation of Shares is approved at the Extraordinary Shareholders Meeting, as of the effective date of the Consolidation of Shares, the number of the Target Company Shares owned by the shareholders of the Target Company will be changed in proportion to the ratio for the Consolidation of Shares approved at the Extraordinary Shareholders Meeting. In the case where any fractional share less than one share arises as a result of the Consolidation of Shares, the amount of cash to be obtained by selling the Target Company Shares in the amount equivalent to the aggregate of such fractional shares (if there are any fractional shares less than one share in the aggregate, such fraction will be discarded; hereinafter the same) to the Target Company or the Tender Offeror will be delivered to the shareholders of the Target Company who have a fractional share pursuant to Article 235 of the Companies Act and other relevant laws or ordinances. With respect to the sale price of the Target Company Shares in the amount equivalent to the aggregate of such fractional shares, the Tender Offeror plans to request the Target Company to determine such price so that the amount of money to be delivered to each of the Target Company's shareholders (excluding the Target Company) who did not tender their shares in the Tender Offer as a result of such sale will be equal to the amount obtained by multiplying (a) the Tender Offer Price by (b) the number of the Target Company Shares held by such shareholder, and file a petition with a court for permission for such voluntary sale. The proportion of the Consolidation of Shares has yet to be determined as of today, but the Tender Offeror plans to request the Target Company to make a determination to the effect that the number of Target Company Shares held by Target Company's shareholders (excluding the Target Company) who did not tender their shares in the Tender Offer will be a fractional number less than one share so that the Tender Offeror will be the sole holder of all of the Target Company Shares (excluding the treasury shares owned by the Target Company). When the Tender Offer is completed, the Target Company plans to comply with these requests by the Tender Offeror. The specific procedures for the Consolidation of Shares will be discussed between the Tender Offeror and the Target Company, and then promptly publicly announced by the Target Company once they are decided.

The Companies Act prescribes that, in order to protect the rights of general shareholders in relation to the Consolidation of Shares, pursuant to the provisions of Article 182-4 and Article 182-5 of the Companies Act and other relevant laws and regulations, in the case where the Consolidation of Shares is conducted and any fractional share less than one share arises, the Target Company's shareholders (excluding the Tender Offeror and the Target Company) may request the Target Company to purchase at a fair price all of its fractional shares less than one share and file a petition with a court for determination of the price of the Target Company Shares.

As described above, in the Consolidation of Shares, because the number of Target Company Shares held by the Target Company's shareholders (excluding the Target Company) who did not tender their shares in the Tender Offer is scheduled to be a fractional number less than one share, the Target Company's shareholders (excluding the Tender Offeror and the Target Company) who oppose the Consolidation of Shares are scheduled to be able to file the foregoing petition. The purchase price of the Target Company Shares in a case where the foregoing petition is filed will ultimately be determined by the court.

The method and timing of the procedures described in ① and ② above may be changed due to the amendment or enforcement of the relevant laws and regulations or the interpretation by the authorities on the relevant laws and regulations. However, even in such cases, the Tender Offeror intends to adopt any measures to eventually pay cash to the Target Company's shareholders (excluding the Target Company) who did not

tender their shares in the Tender Offer and cause the amount of cash to be paid to each of the shareholders to be equal to the amount obtained by multiplying the Tender Offer Price by the number of the Target Company Shares owned by each such shareholder.

With regard to the Restricted Shares, the allotment agreement states: (a) during the transfer restriction period, if matters regarding the Consolidation of Shares prescribed in Article 180 of the Companies Act are approved at the Target Company's shareholders meeting or matters concerning the Demand to Cash Out prescribed in Article 179 of the Companies Act are approved at the Target Company's board of directors meeting (only if the effective date of the Consolidation of Shares prescribed in Article 180(2)(ii) of the Companies Act or the date on which the special controlling shareholder acquires the shares, etc. to be sold prescribed in Article 179-2(1)(v) of the Companies Act (the "Squeeze-out Effective Date") arrives before the expiration of the transfer restriction period), the transfer restrictions will be lifted on all of the Restricted Shares by resolution of the Target Company's board of directors immediately before the business day preceding the Squeeze-out Effective Date, and (b) in the case prescribed in (a) above, the Target Company will automatically acquire without compensation all of the Restricted Shares on which the transfer restrictions have not been lifted as of the business day preceding the Squeeze-out Effective Date. Therefore, in the Squeeze-out Procedures, in accordance with the provisions of (a) of the allotment agreement above, the Restricted Shares for which the transfer restrictions have been lifted immediately before the business day preceding the Squeeze-out Effective Date will be subject to a Demand to Cash Out or Consolidation of Shares, and in accordance with the provisions of (b) of the allotment agreement above, the Restricted Shares for which the transfer restrictions have not been lifted as of the business day preceding the Squeeze-out Effective Date will be acquired without compensation by the Target Company.

In addition, if the Tender Offeror is unable to acquire all of the Share Options in the Tender Offer despite the Tender Offer being completed, and any Share Options remain unexercised, the Tender Offeror plans to request the Target Company to take steps reasonably necessary to execute the Transactions, such as acquiring the Share Options and encouraging the Share Options Holders to waive their Share Options. The Target Company intends to cooperate with such a request when received.

Specific procedures and the schedule thereof in each case above will be announced by the Target Company once they are determined through mutual discussions between the Tender Offeror and the Target Company. It is not intended in the Tender Offer to solicit the affirmative vote by the Target Company's shareholders at the Extraordinary Shareholders Meeting. Furthermore, the Target Company's shareholders and the Share Option Holders should consult with tax attorneys or other tax advisors under their own responsibility regarding tax implications in relation to the tender in the Tender Offer or any of the procedures above.

(5) Possibility of Delisting and Reasons Therefor

As of today, the Target Company Shares are listed on the Tokyo Stock Exchange Prime Market. However, since the Tender Offeror has not set the maximum number of shares to be purchased in the Tender Offer, depending on the result of the Tender Offer, the Target Company Shares may be delisted pursuant to the procedures prescribed by the Tokyo Stock Exchange in accordance with the Tokyo Stock Exchange's criteria for delisting.

In addition, even if the Target Company Shares do not fall under such criteria for delisting at the time of the completion of the Tender Offer, because the Tender Offeror plans to acquire all of the Target Company Shares (provided that this includes the Restricted Shares and the Target Company Shares to be delivered pursuant to

the exercise of the Share Options, but excludes the treasury shares owned by the Target Company) pursuant to the implementation of the Squeeze-out Procedures, in accordance with applicable laws, as described in the section titled "(4) Policy for Organizational Restructuring, etc. after the Tender Offer (Matters Relating to So-called "Two-step Acquisition")" above after the Tender Offer is completed, in such a case, the Target Company Shares will no longer be traded on the Tokyo Stock Exchange after the delisting pursuant to the delisting standards prescribed by the Tokyo Stock Exchange. Once the Target Company Shares are delisted, the Target Company Shares can no longer be traded on the Tokyo Stock Exchange Prime Market.

(6) Material Agreements related to the Tender Offer

① Tender Offer Agreement

In implementing the Tender Offer, the Tender Offeror and the Target Company have executed the Tender Offer Agreement as of today. The overview of the Tender Offer Agreement is as follow.

- The Target Company is expected to express its opinion in favor of the Tender Offer and recommend that the Target Company's shareholders and holders of the Share Options tender their shares or stock acquisition rights in the Tender Offer, and to cooperate in good faith to the extent reasonably necessary to obtain the maximum number of shareholders and holders of the Share Options tendering their shares or stock acquisition rights in the Tender Offer. The Target Company is also expected to maintain its opinion in favor of the Tender Offer until the last day of the tender offer period and not to pass any resolution at a meeting of its board of directors to withdraw or modify its opinion.
- Except in the case where the Target Company may pass a resolution at a meeting of the board of directors to withdraw or modify its statement of opinion on the Transactions, the Target Company may not enter into any agreement with any party other than the Tender Offeror with respect to any transaction that could substantially compete with the Transactions (a "Competing Transaction"), and may not provide any information to any party other than the Tender Offeror for the purpose of considering or executing any such Competing Transaction, nor may it propose, offer or solicit any offer to enter into any such Competing Transaction, or enter into any discussion or negotiation with respect to any such transaction.
- Furthermore, if, after the execution of the Tender Offer Agreement, a tender offer (hereinafter referred to as a "Counter Tender Offer" in this ① Tender Offer Agreement) to acquire all of the shares and share options of the Target Company at a purchase price equivalent to an amount that exceeds the Tender Offer Price by a certain amount or more is commenced by a third party other than the Tender Offeror, without solicitation or proposal by the Target Company, by 4:00 p.m. on the business day immediately preceding the last day of the tender offer period, is launched, the Target Company may request the Tender Offeror to discuss changing the Tender Offer Price and the Share Option Purchase Price, provided that the Target Company has not breached any of its obligations under the Tender Offer Agreement, and the Tender Offeror must either change the Tender Offer Price to a price that exceeds the tender offer price in the Counter Tender Offer or make a new proposal to change the Share Option Purchase Price to a reasonable amount based on the Tender Offer Price after such change, by the later of either (i) the date that is 10 business days after the date of such request for discussion or (ii) the business day immediately preceding the last day of the tender offer period. If the Tender Offeror does not make a counter offer to change the Tender Offer Price to a price that exceeds the

tender offer price for the Counter Tender Offer and change the Share Option Purchase Price to a reasonable amount based on the Tender Offer Price after such change, and if the Target Company receives an opinion from an external lawyer (limited to those belonging to a law firm with a good reputation in corporate legal affairs), the Target Company may change or withdraw its opinion and cancel the Tender Offer Agreement. Furthermore, the Tender Offer Agreement does not stipulate that the Target Company will be subject to any obligation, burden or condition, regardless of the name, such as an obligation to pay damages or a penalty, as a result of changing or withdrawing its opinion.

- Under the Tender Offer Agreement, (i) the Tender Offeror will use its best efforts to obtain clearance under the competition laws of Japan and Taiwan within a reasonable time after the execution of the Tender Offer Agreement, subject to the Target Company fulfilling its obligations set out in (ii) below, and (ii) the Target Company will, to the extent reasonable, promptly provide the maximum amount of information requested by the Tender Offeror, cooperate to the maximum extent in a timely and good faith manner with respect to the matters requested by the Tender Offeror (including the provision of information necessary for filings and procedures under applicable competition laws and other laws and regulations), and cause the Target Company group (excluding the Target Company) to promptly provide information and cooperate to the maximum extent in a timely and good faith manner.
- In addition, the Tender Offer Agreement sets out the matters relating to the implementation of the Transaction (specifically, the Tender Offer and the subsequent Squeeze-Out Procedures), the representations and warranties of the Tender Offeror and the Target Company (Note 1), and certain obligations of the Target Company (Note 2) in addition to the above, and it is also stipulated that the Tender Offeror will implement the Tender Offer if the conditions precedent for the Tender Offer are satisfied or waived by the Tender Offeror. In addition, the Tender Offer Agreement provides that (i) if the other party (which refers to the Target Company for the Tender Offeror and the Tender Offeror for the Target Company. The same applies to the description of "other party" below) (i) in the event of a material breach of the representations and warranties set forth in the Tender Offer Agreement by the other party, (ii) in the event of a material breach of the obligations under the Tender Offer Agreement by the other party, (iii) in the event of a petition for commencement of bankruptcy proceedings being filed against the other party, or (iv) in the event that the Tender Offeror does not commence the Tender Offer by the last day of March 2025 (excluding cases where such failure is due to reasons attributable to the Tender Offeror) is also stipulated as a reason for termination.

(Note 1) In the Tender Offer Agreement, the Tender Offeror has made representations and warranties regarding (i) the validity of its establishment and continued existence, (ii) the authority and ability necessary for the execution and performance of the Tender Offer Agreement, (iii) the validity and enforceability of the Tender Offer Agreement, (iv) the absence of any conflict with laws and regulations regarding the execution and performance of the Tender Offer Agreement, (v) the acquisition of any necessary clearance under the competition laws of Japan and Taiwan at the time of such clearance being required, (vi) the absence of any transactions with antisocial forces, and (vii) the sufficiency of funds to conduct the Transactions. In addition, in the Tender Offer Agreement, the Target Company has made representations and warranties regarding (i) the validity of its establishment and continued existence, (ii) the authority and ability necessary to execute and perform the Tender Offer Agreement, (iii) the validity and enforceability of the Tender Offer

Agreement, (iv) the absence of any conflict with laws and regulations regarding the execution and performance of the Tender Offer Agreement, (v) the absence of any bankruptcy proceedings, etc., (vi) the absence of any transactions with antisocial forces, (vii) the absence of any violation of laws and regulations, (viii) compliance with laws and regulations for the protection of personal information, (ix) the continuation of important business relationships as of the date of the Tender Offer Agreement, (x) the absence of any significant litigation as of the date of the Tender Offer Agreement, (xi) the absence of any undisclosed material facts, (xii) the accuracy of the disclosure documents, and (xiii) the accuracy of the information provided to the Tender Offeror.

(Note 2) Under the terms of the Tender Offer Agreement, the Target Company is obliged to (i) cooperate to ensure that the conditions precedent for the Tender Offer are met, (ii) if the shareholder who proposed the shareholder proposal at the 25th Annual General Shareholders Meeting to be held in December 2024 withdraws the proposal, to agree to the withdrawal of the shareholder proposal and (iii) the obligation to take all reasonably necessary measures to strengthen the compliance system for laws and regulations related to personal information, (iv) the obligation to perform duties within the scope of normal business operations, (v) the obligation to notify in the event of a breach of representations and warranties or a breach of obligations, (vi) the obligation to provide information on the Target Company Group to the Tender Offeror, and (vii) the obligation to maintain confidentiality.

② VARECS Tendering Agreement

The Tender Offeror has agreed to execute the VARECS Tendering Agreement with VARECS as of today, and tender all of the Target Company Shares held in the discretionary investment account operated by VARECS (number of shares held: 1,280,300 shares, ownership ratio: 9.52%) in the Tender Offer.

Otherwise, the overview of the VARECS Tendering Agreement is as follows.

- The performance of the obligations of VARECS is subject to the fulfillment of all of the following conditions precedent. However, VARECS may, at its discretion, waive any of these conditions.

  ① The Tender Offer has been lawfully and validly commenced by March 31, 2025, and has not been withdrawn.

  ② There are no material errors in the Tender Offeror's representations and warranties (Note) at any time from the execution date of the VARECS Tendering Agreement to the commencement date of the tender offer period of the Tender Offer.

  ③ There is no material breach of the obligations set out in the VARECS Tendering Agreement by the Tender Offeror.

  ④ The Target Company's board of directors has passed a resolution to express an opinion in favor of the Tender Offer, and such opinion has not been withdrawn.

  ⑤ There are no undisclosed important facts concerning the business, etc. of the Target Company (meaning those defined in Article 166(2) of the Act) and facts concerning the implementation and cancellation of a tender offer, etc. for the Target Company's share certificates, etc. (meaning those defined in Article 167(2) of the Act, excluding facts concerning the Tender Offer).

- After the execution of the VARECS Tendering Agreement and until the end of the tender offer period for the Tender Offer, if there is a tender offer to acquire all or part of the shares and share options of the Target Company by a person other than the Tender Offeror (hereinafter referred to as the "Counter

Tender Offer" in this item ② VARECS Tendering Agreement) at a purchase price (cash, shares or other types of consideration, regardless of the type) that exceeds the Tender Offer Price (however, if the Tender Offer Price is increased due to a change in the terms of the purchase, the tender offer price after such change is referred to as the Tender Offer Price) by a certain amount (hereinafter referred to as the "Counter Tender Offer Price" in this item ② VARECS Tendering Agreement), which has commenced or a legally binding specific written proposal to conduct a Counter Tender Offer has been made to the Target Company, and the content of the proposal and the commencement of the Counter Tender Offer have been announced by the proposer or the Target Company if it is reasonably recognized that it would be a breach of the fiduciary duty that VARECS owes to its investors to accept the Counter Tender Offer or to withdraw its tender in the Tender Offer that has already been made, then VARECS shall offer to discuss the change in the Tender Offer Price with the Tender Offeror and shall conduct such discussions in good faith. If the Tender Offeror does not change the Tender Offer Price to a price that exceeds the Counter Tender Offer Price by the earlier of the date on which five business days have elapsed from the date of the request or the last day of the tender offer period of the Tender Offer, VARECS may not tender the Target Company Shares in the Tender Offer or may withdraw its tender in the Tender Offer without paying any compensation for damages, penalty, or other money, or being subject to any other obligation, burden, or condition.

- In the VARECS Tendering Agreement, VARECS has agreed with the Tender Offeror to the following covenants.

  ① During the period after the execution date of the VARECS Tendering Agreement to the settlement commencement date of the Tender Offer (the "Settlement Commencement Date"), VARECS will not, directly or indirectly, transfer, donate, pledge as collateral or otherwise dispose of the tendered shares, or enter into any other transaction that substantially conflicts with the Tender Offer or makes it difficult to execute the Tender Offer, or enter into any agreements related thereto, and will not propose, solicit, discuss, negotiate or provide information regarding such transactions. If VARECS receives any information, proposal, solicitation, consultation or other offer regarding such a transaction from a third party, VARECS will promptly notify the Tender Offeror of such fact and details thereof, and will discuss in good faith with the Tender Offeror on how to deal with the situation.

  ② If a shareholders meeting of the Target Company is held after the execution date of the VARECS Tendering Agreement and with a record date for the exercise of rights on a date prior to the Settlement Commencement Date, with regard to the exercise of voting rights and other rights relating to the tendered shares at such shareholders meeting, VARECS will, at the Tender Offeror's option, (i) exercise such rights in accordance with the Tender Offeror's instructions (including amending or revoking rights that have already been exercised), or (ii) lawfully and validly grant agency power to the Tender Offeror or a person designated by the Tender Offeror by issuing a proper power of attorney in the form and with the contents specified by the Tender Offeror, bearing the name and seal of an authorized person, and will not revoke the grant of such agency power. However, the fulfillment of the obligations by VARECS under this provision is conditional on the public announcement of the Tender Offer being made by December 19, 2024.

  ③ After the execution date of the VARECS Tendering Agreement, VARECS will not exercise any of its shareholder rights, including the right to request the convening of the Target Company's

shareholders meeting (Article 297 of the Companies Act), the right to propose agenda items at the Target Company's shareholders meeting (Article 303(1) and (2) of the Companies Act), or the right to propose resolutions a the Target Company's shareholders meeting (Article 304 and Article 305(1) of the Companies Act), without the prior written consent of the Tender Offeror. However, the fulfillment of the obligations by VARECS under this provision is conditional on the public announcement of the Tender Offer being made by December 19, 2024

④ VARECS will cause the shareholders listed on the shareholder register of the tendered shares to lawfully and validly take all measures necessary to fulfill the obligations set forth in this provision with respect to the tendered shares.

- In the VARECS Tendering Agreement, VARECS has represented and warranted to the Tender Offeror as of the execution date of the VARECS Tendering Agreement, the commencement date of the Tender Offer, and the Settlement Commencement Date, as to: (i) its existence and authority, (ii) possession of the authority and power necessary for the execution and performance of the VARECS Tendering Agreement and the completion of the necessary procedures, (iii) enforceability of the VARECS Tendering Agreement, (iv) absence of any conflict of laws and regulations by the execution and performance of the VARECS Tendering Agreement, (v) acquisition by VARECS of any permits or licenses necessary for the execution and performance of the VARECS Tendering Agreement, (vi) absence of any cause for bankruptcy filing, (vii) absence of any relationship with anti-social forces, and (viii) lawful ownership of, and the absence of any encumbrances such as security interests on, the Target Company Shares to be tendered in the Tender Offer.

In addition, other than the VARECS Tendering Agreement, there are no other agreements between the Tender Offeror and VARECS regarding the Tender Offer, and other than the money that will be obtained by tendering shares in the Tender Offer, no consideration will be provided by the Tender Offeror to VARECS in connection with the Tender Offer.

③ MIRI Tendering Agreement

The Tender Offeror has agreed to execute the MIRI Tendering Agreement with MIRI as of today, and tender all of the Target Company Shares it owns (number of shares held: 1,280,000 shares, ownership ratio: 9.51%) in the Tender Offer.

Otherwise, the overview of the MIRI Tendering Agreement is as follows.

- There is no condition precedent for the tender under the MIRI Tendering Agreement.
- (i) If a tender offer is launched by a third party other than the Tender Offeror to acquire the common shares of the Target Company at a purchase price equivalent to a price that exceeds the Tender Offer Price by a certain amount (hereinafter referred to as a "Counter Tender Offer" in this item ③ MIRI Tendering Agreement), or (ii) if the market price of the Target Company's shares exceeds the Tender Offer Price and it is reasonably believed that MIRI's tendering or withdrawing a tender that has already been made and not terminating the MIRI Tender Agreement would be a breach of its fiduciary duties to its limited partners, and MIRI wishes to tender its shares in the Counter Tender Offer or sell them on the market, MIRI will request consultations with the Tender Offeror and shall consult in good faith with the Tender Offeror until the earlier of the date that is five business days after the date of the request for consultation or the last day of the tender offer period in the Tender Offer. If such consultation is carried out, MIRI will not make the tender or will withdraw its tender in the Tender

Offer, and the shares subject to the tender in the Tender Offer may (i) be tendered in the Counter Tender Offer or (ii) be sold on the market at a price that exceeds the Tender Offer Price.

- In the MIRI Tendering Agreement, MIRI has agreed with the Tender Offeror to the following covenants.① During the period after the execution date of the MIRI Tendering Agreement to the Settlement Commencement Date, MIRI will not, directly or indirectly, transfer, donate, pledge as collateral or otherwise dispose of the tendered shares, or enter into any other transaction that substantially conflicts with the Tender Offer or makes it difficult to execute the Tender Offer, or enter into any agreements related thereto, and will not propose, solicit, discuss, negotiate or provide information regarding such transactions. If MIRI receives any information, proposal, solicitation, consultation or other offer regarding such a transaction from a third party, MIRI will promptly notify the Tender Offeror of such fact and details thereof, and will discuss in good faith with the Tender Offeror on how to deal with the situation.

② If a shareholders meeting of the Target Company is held after the execution date of the MIRI Tendering Agreement and with a record date for the exercise of rights on a date prior to the Settlement Commencement Date, with regard to the exercise of voting rights and other rights relating to the tendered shares at such shareholders meeting, MIRI will, at the Tender Offeror's option, (i) exercise such rights in accordance with the Tender Offeror's instructions (including amending or revoking rights that have already been exercised), or (ii) lawfully and validly grant agency power to the Tender Offeror or a person designated by the Tender Offeror by issuing a proper power of attorney in the form and with the contents specified by the Tender Offeror, bearing the name and seal of an authorized person, and will not revoke the grant of such agency power.

③ After the execution date of the MIRI Tendering Agreement, MIRI will not exercise any of its shareholder rights, including the right to request the convening of the Target Company's shareholders meeting (Article 297 of the Companies Act), the right to propose agenda items at the Target Company's shareholders meeting (Article 303(1) and (2) of the Companies Act), or the right to propose resolutions a the Target Company's shareholders meeting (Article 304 and Article 305(1) of the Companies Act), without the prior written consent of the Tender Offeror.

④ MIRI will cause the shareholders listed on the shareholder register of the tendered shares to lawfully and validly take all measures necessary to fulfill the obligations set forth in this provision with respect to the tendered shares.

- In the MIRI Tendering Agreement, MIRI has represented and warranted to the Tender Offeror as of the execution date of the MIRI Tendering Agreement, the commencement date of the Tender Offer, and the Settlement Commencement Date, as to: (i) its existence and authority, (ii) possession of the authority and power necessary for the execution and performance of the MIRI Tendering Agreement and the completion of the necessary procedures, (iii) enforceability of the MIRI Tendering Agreement, (iv) absence of any conflict of laws and regulations by the execution and performance of the MIRI Tendering Agreement, (v) acquisition by MIRI of any permits or licenses necessary for the execution and performance of the MIRI Tendering Agreement, (vi) absence of any cause for bankruptcy filing, (vii) absence of any relationship with anti-social forces, and (viii) lawful ownership of, and the absence of any encumbrances such as security interests on, the Target Company Shares to be tendered in the Tender Offer.

In addition, other than the MIRI Tendering Agreement, there are no other agreements between the Tender Offeror and MIRI regarding the Tender Offer, and other than the money that will be obtained by tendering shares in the Tender Offer, no consideration will be provided by the Tender Offeror to MIRI in connection with the Tender Offer.

④ AVI Tendering Agreement

The Tender Offeror has agreed to execute the AVI Tendering Agreement with AVI as of today, and tender all of the Target Company Shares held by AVI Japan Opportunity Trust Plc and AVI Japanese Special Situations Fund, each operated by AVI, (number of shares held: 1,191,116 shares, ownership ratio: 8.85%) in the Tender Offer.

Otherwise, the overview of the AVI Tendering Agreement is as follows.

- There is no condition precedent for the tender under the AVI Tendering Agreement.
- (i) if the market price of the Target Company's shares exceeds the Tender Offer Price, and AVI wishes to tender its shares in the Counter Tender Offer or sell them on the market, or (ii) If there is a tender offer by a third party other than the Tender Offeror to acquire the common shares of the Target Company at a purchase price equivalent to a price that exceeds the Tender Offer Price by a certain amount (hereinafter referred to as a "Counter Tender Offer" in this item ④ AVI Tendering Agreement), which has commenced or a legally binding specific written proposal to conduct a Counter Tender Offer has been made to the Target Company, and the content of the proposal and the commencement of the Counter Tender Offer have been announced by the proposer or the Target Company, AVI will request consultations with the Tender Offeror and shall consult in good faith with the Tender Offeror until the earlier of the date that is five business days after the date of the request for consultation or the last day of the tender offer period in the Tender Offer. If such consultation is carried out, AVI will not make the tender or will withdraw its tender in the Tender Offer, and the shares subject to the tender in the Tender Offer may (i) be tendered in the Counter Tender Offer or (ii) be sold on the market at a price that exceeds the Tender Offer Price.
- In the AVI Tendering Agreement, MIRI has agreed with the Tender Offeror to the following covenants.

  ① During the period after the execution date of the AVI Tendering Agreement to the Settlement Commencement Date, AVI will not, directly or indirectly, transfer, donate, pledge as collateral or otherwise dispose of the tendered shares, or enter into any other transaction that substantially conflicts with the Tender Offer or makes it difficult to execute the Tender Offer, or enter into any agreements related thereto, and will not propose, solicit, discuss, negotiate or provide information regarding such transactions. If AVI receives any information, proposal, solicitation, consultation or other offer regarding such a transaction from a third party, AVI will promptly notify the Tender Offeror of such fact and details thereof, and will discuss in good faith with the Tender Offeror on how to deal with the situation.

  ② If a shareholders meeting of the Target Company is held after the execution date of the AVI Tendering Agreement and with a record date for the exercise of rights on a date prior to the Settlement Commencement Date, with regard to the exercise of voting rights and other rights relating to the tendered shares at such shareholders meeting, AVI will, at the Tender Offeror's option, (i) exercise such rights in accordance with the Tender Offeror's instructions (including amending or revoking

rights that have already been exercised), or (ii) lawfully and validly grant agency power to the Tender Offeror or a person designated by the Tender Offeror by issuing a proper power of attorney in the form and with the contents specified by the Tender Offeror, bearing the name and seal of an authorized person, and will not revoke the grant of such agency power.

③ After the execution date of the AVI Tendering Agreement, AVI will not exercise any of its shareholder rights, including the right to request the convening of the Target Company's shareholders meeting (Article 297 of the Companies Act), the right to propose agenda items at the Target Company's shareholders meeting (Article 303(1) and (2) of the Companies Act), or the right to propose resolutions a the Target Company's shareholders meeting (Article 304 and Article 305(1) of the Companies Act), without the prior written consent of the Tender Offeror.

④ Subject to the Tender Offeror announcing the planned commencement of the Tender Offer by December 19, 2024, AVI will cause AVI Japan Opportunity Trust Plc to withdraw all shareholder proposals in the shareholder proposal document dated October 10, 2024.

⑤ AVI will cause AVI Japan Opportunity Trust Plc, AVI Japanese Special Situations Fund and the shareholders listed on the shareholder register of the tendered shares to lawfully and validly take all measures necessary to fulfill the obligations set forth in this provision with respect to the tendered shares.

- In the AVI Tendering Agreement, AVI has represented and warranted to the Tender Offeror as of the execution date of the AVI Tendering Agreement, the commencement date of the Tender Offer, and the Settlement Commencement Date, as to: (i) its existence and authority, (ii) possession of the authority and power necessary for the execution and performance of the AVI Tendering Agreement and the completion of the necessary procedures, (iii) enforceability of the AVI Tendering Agreement, (iv) absence of any conflict of laws and regulations by the execution and performance of the AVI Tendering Agreement, (v) acquisition by AVI of any permits or licenses necessary for the execution and performance of the AVI Tendering Agreement, (vi) absence of any cause for bankruptcy filing, (vii) absence of any relationship with anti-social forces, and (viii) lawful ownership of, and the absence of any encumbrances such as security interests on, the Target Company Shares to be tendered in the Tender Offer.

In addition, other than the AVI Tendering Agreement, there are no other agreements between the Tender Offeror and AVI regarding the Tender Offer, and other than the money that will be obtained by tendering shares in the Tender Offer, no consideration will be provided by the Tender Offeror to AVI in connection with the Tender Offer.

2. Overview of Purchase, etc.

(1) Overview of the Target Company

①	Name	BEENOS Inc.
②	Location	4-7-35 Kitashinagawa, Shinagawa-ku, Tokyo
③	Name and Title of Representative	Representative Director, Executive Officer and President, Shota Naoi
④	Contents of Business	Various e-commerce businesses domestically and internationally
⑤	Stated Capital	3,175 million yen (as of September 30, 2024)
⑥	Date of Establishment	November 25, 1999
⑦	Major Shareholders and Ownership Ratios (as of March 31, 2024)	The Master Trust Bank of Japan, Ltd. (Trust Account) 7.91% AVI JAPAN OPPORTUNITY TRUST PLC 7.24% (Standing Proxy: Mizuho Bank, Ltd., Payment Sales Department) BNYM AS AGT/CLTS NON TREATY JASDEC 5.54% (Standing Proxy: MUFG Bank, Ltd.) GOLDMAN, SACHS & CO.REG 5.09% (Standing Proxy: Goldman Sachs Securities Co., Ltd.) GOLDMAN SACHS INTERNATIONAL 3.90% (Standing Proxy: Goldman Sachs Securities Co., Ltd.) NORTHERN TRUST GLOBAL SERVICES SE, LUXEMBOURG RE CLIENTS NON-TREATY ACCOUNT 3.62% (Standing Proxy: HSBC, Tokyo Branch) BBH CO FOR GRANDEUR PEAK GLOBAL CONTRARIAN FUND 2.74% (Standing Proxy: MUFG Bank, Ltd.) INTERACTIVE BROKERS LLC 2.47% (Standing Proxy: Interactive Brokers Securities Japan Inc.) Teruhide Sato 2.32% MSIP CLIENT SECURITIES 2.21% (Standing Proxy: Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.)
⑧	Relationship between the Tender Offeror and the Target Company	
	Capital Relationship	Not applicable.
	Personnel Relationship	Not applicable.
	Business Relationship	The Tender Offeror has a business relationship with the Target Company through the provision of cross-border e-commerce intermediary services.
	Status as Related Party	Not applicable.

(Note) "Major Shareholders and Ownership Ratios (as of March 31, 2024)" is based on the "Status of Major Shareholders" indicated in the Target Company's Second Quarter Report.

(2) Schedule, etc.

The Tender Offeror plans to commence the Tender Offer promptly once the Conditions Precedent for the Tender Offer have been satisfied or waived by the Tender Offeror. As of today, the Tender Offeror aims to commence the Tender Offer at the end of February 2025. However, since it is difficult to accurately predict the procedures, etc. of the relevant authorities in Japan and abroad, the Tender Offeror will promptly announce the details of the schedule for the Tender Offer as soon as they are determined. In addition, if there are any changes to the expected timing for the commencement of the Tender Offer, the Tender Offeror will promptly announce such changes.

The Tender Offeror intends to set the tender offer period, in principle, at 30 business days.

(3) Price for Purchase, etc.

① 4,000 yen per share of the Target Company Shares

② Share Options

For the share options issued by resolution of the board of directors meeting held on March 15, 2018 (the "Series 11 Share Options") (exercise period is from April 1, 2020 to March 14, 2028) 226,300 yen per share option

For the share options issued by resolution of the board of directors meeting held on February 6, 2020 (the "Series 12 Share Options") (exercise period is from February 25, 2020 to February 24, 2030), 292,900 yen per share option

For the share options issued by resolution of the board of directors meeting held on February 6, 2020 (the "Series 13 Share Options") (exercise period is from February 7, 2022 to February 6, 2030), 292,900 yen per share option

For the share options issued by resolution of the board of directors meeting held on May 27, 2021 (the "Series 14 Share Options") (exercise period is from May 28, 2023 to May 27, 2031), 27,000 yen per share option

For the share options issued by resolution of the board of directors meeting held on August 4, 2022 (the "Series 15 Share Options") (exercise period is from August 5, 2024 to August 4, 2032), 14,740 yen per share option

For the share options issued by resolution of the board of directors meeting held on June 20, 2024 (the "Series 16 Share Options") (exercise period is from July 8, 2024 to July 7, 2034), 166,100 yen per share option

(Series 11 Share Options, Series 12 Share Options, Series 13 Share Options, Series 14 Share Options, Series 15 Share Options and Series 16 Share Options are hereinafter collectively referred to as the "Share Options")

(4) Basis of Calculation, etc. of Price of Purchase, etc.

① Basis of calculation

(i) Target Company Shares

In determining the Tender Offer Price, the Tender Offeror requested Mizuho Securities, a financial advisor,

to calculate the share value of the Target Company as a third-party valuation institution independent of the Tender Offeror, the Tendering Shareholders, and the Target Company. Mizuho Securities is not a related party of the Tender Offeror, the Tendering Shareholders, or the Target Company, and has no material interests that would be a conflict of interest with the Tender Offeror or the Target Company in relation to the Tender Offer. Mizuho Bank, Ltd. ("Mizuho Bank"), a group company of Mizuho Securities, provides loans to the Tender Offeror and the Target Company, and Mizuho Bank and Mizuho Securities' group company Mizuho Trust & Banking Co., Ltd. ("Mizuho Trust & Banking") provide loans to the Tender Offeror as part of normal banking transactions, but they do not have any material interests that would be a conflict of interest with the Tender Offeror or the Target Company in relation to the Tender Offer. According to Mizuho Securities, Mizuho Securities has established and implemented an appropriate conflict of interest management system in accordance with applicable laws and regulations such as Article 36(2) of the Act and Article 70-4 of the Cabinet Office Ordinance on Financial Instruments and Exchange Business, etc. (Cabinet Office Ordinance No. 52 of 2007, as amended), and is valuing the share value of the Target Company from a position independent of the lender status of Mizuho Bank and Mizuho Trust & Banking. In valuing the share value of the Target Company, the Tender Offeror determined that Mizuho Securities has sufficient independence to perform its duties as a third-party valuation institution, taking into account that Mizuho Securities has a track record as a third-party valuation institution in cases where listed companies have become wholly-owned subsidiaries, and that an appropriate conflict of interest management system has been established and is being implemented within Mizuho Securities, and therefore selected Mizuho Securities as the third-party valuation institution.

Mizuho Securities considered it appropriate to evaluate the share value of the Target Company from multiple angles after examining the Target Company's financial condition and the market price trend of the Target Company Shares, and after considering which valuation method to adopt from among several valuation methods, calculated the share value of the Target Company using the market price analysis and DCF Analysis. The Tender Offeror obtained a share valuation report dated December 18, 2024 (the "Share Valuation Report (Mizuho Securities)") from Mizuho Securities for reference. As the Tender Offeror believes that the interests of the Target Company's minority shareholders have been sufficiently considered, taking into consideration the various factors described in "② Background of valuation" below, the Tender Offeror has not obtained a fairness opinion on the Tender Offer Price from Mizuho Securities.

The methods used in the Share Valuation Report (Mizuho Securities) and the ranges of per-share values of the Target Company Shares calculated based on those methods are as follows:

Market price analysis: 2,771 yen to 3,482 yen
DCF Analysis: 3,805 yen to 4,934 yen

In market price analysis, the valuation record date was set to December 18, 2024, which is the business day immediately preceding the announcement date of the Tender Offer (the "Business Day Preceding Announcement"), and the range of share values per share of the Target Company Shares has been calculated to be between 2,771 yen to 3,482 yen based on the closing price of the Target Company Shares on the Tokyo Stock Exchange Prime Market on the valuation record date of 3,370 yen, the simple average of the closing prices for the one-month period up to said date of 3,482 yen, the simple average of the closing prices for the

three-month period up to said date of 3,066 yen, and the simple average of the closing prices for the six-month period up to said date of 2,771 yen.

In DCF Analysis, the Target Company's corporate value and share value were calculated by discounting the free cash flows expected to be generated by the Target Company from the fiscal year ending September 2025 onward to their present value at a certain discount rate based on the business plans provided by the Target Company (from the fiscal year ended September 2024 to the fiscal year ending September 2028) and the Target Company's future earnings forecast adjusted by the Tender Offeror taking into account the most recent performance trends, the results of the due diligence conducted by the Tender Offeror on the Target Company from late October 2024 to late November 2024, various factors such as publicly available information, and the synergy effects that can be realized by the implementation of the Transactions, and the Target Company's corporate value and share value were calculated by discounting the free cash flows expected to be generated by the Target Company from the fiscal year ending September 2025 onward to their present value at a certain discount rate, and the range of share value per Target Share was calculated to be between 3,805 yen and 4,934 yen. The DCF Analysis assumed that the Transactions will be implemented and the synergy effects from the implementation of the Transactions will be realized. In addition, the Target Company's business plans, which are the basis for the foregoing calculation under DCF Analysis, include fiscal years in which a significant increase or decrease in profits is expected. Specifically, in the fiscal year ending September 2025, the Target Company expects a temporary decrease in operating profit due to an increase in sales promotion expenses and expenses for the early realization of synergies, but in the fiscal year ending September 2026, the Target Company expects a significant increase in operating profit compared to the previous fiscal year due to expected growth in distribution and the realization of synergies. With regard to free cash flow, in addition to the temporary decrease in operating income expected for the fiscal year ending September 2025 as mentioned above, the Target Company expects capital investment associated with the relocation of its head office. However, it expects a significant increase in free cash flow compared to the previous fiscal year for the fiscal year ending September 2026 due to the removal of these one-off factors and the expected emergence of synergies.

In addition to the results of the valuation of the share value of the Target Company in the Share Valuation Report (Mizuho Securities), the Tender Offeror has comprehensively taken into consideration the results of the due diligence conducted on the Target Company from around late October 2024 to around late November 2024, the market share price trends of the Target Company Shares, the likelihood of the Target Company's board of directors supporting the Tender Offer and the outlook for tenders in the Tender Offer, and based on the results of the discussions and negotiations with the Target Company, has ultimately decided at the board of directors meeting held today to set the Tender Offer Price at 4,000 yen.

The Tender Offer Price of 4,000 yen represents a premium of 18.69% on the closing price of the Target Company Shares on the Tokyo Stock Exchange Prime Market on the Business Day Preceding Announcement of 3,370 yen, a premium of 14.88% on the simple average closing price for the one-month period up to the Business Day Preceding Announcement of 3,482 yen, a premium of 30.46% on the simple average closing price for the three-month period up to the Business Day Preceding Announcement of 3,066 yen, and a premium of 44.35% on the simple average closing price for the six-month period up to the Business Day Preceding Announcement of 2,771 yen.

(ii) Share Options

As of today, the exercise price of the Share Options per share of the Target Company Shares (Series 11 Share Options: 1,737 yen, Series 12 and Series 13 Share Options: 1,071 yen, Series 14 Share Options: 3,730 yen, Series 15 Share Options: 2,526 yen, Series 16 Share Options: 2,339 yen) is lower than the Tender Offer Price (4,000 yen), and the exercise period has arrived, fulfilling the conditions for exercise. Therefore, the Tender Offeror has decided to set the Share Option Purchase Price at the amount calculated by multiplying the difference between the Tender Offer Price of 4,000 yen and the exercise price of the Share Options per share of the Target Company Shares (Series 11 Share Options: 2,263 yen, Series 12 and Series 13 Share Options: 2,929 yen, Series 14 Share Options: 270 yen, Series 15 Share Options: 1,474 yen, Series 16 Share Options: 1,661 yen) by the number of Target Company Shares underlying one Share Option. Because the Tender Offeror has determined the Share Option Purchase Price as described above, the Tender Offeror has not obtained a valuation report or opinion (fairness opinion) from a third-party valuation institution.

(Note) In valuing the share value of the Target Company, Mizuho Securities has, in principle, adopted the information provided by the Target Company and the Tender Offeror and the information publicly available, etc., as is, and has relied on the assumption that all such materials and information are accurate and complete, and that there are no facts that may have a material effect on the analysis and valuation of the Tender Offer Price that have not been disclosed to Mizuho Securities, and has not independently verified their accuracy. In addition, Mizuho Securities has assumed that the information regarding the Target Company's financial forecasts was reasonably prepared by the Target Company's management based on the best currently available forecasts and judgments, and that the Tender Offeror's management has reviewed the contents and consented to Mizuho Securities' use in its valuation. In addition, Mizuho Securities has not independently evaluated or assessed the assets and liabilities (including off-balance sheet assets and liabilities and other contingent liabilities) of the Target Company and its affiliates, nor has it requested an appraisal or valuation from a third-party institution. Mizuho Securities' valuation reflects the above information up to December 18, 2024.

② Background of valuation

(Background to the determination of the Tender Offer Price and the Share Option Price)

As indicated in the section titled "1. Purpose, etc. of Purchase, etc.", "(2) Background to, Purpose of and Decision-Making Process of the Tender Offer, and Management Policy after the Tender Offer", "① Background to, purpose of and decision-making process of the Tender Offer", from late October 2024 to late November of the same year, the Tender Offeror conducted due diligence on the Target Company, and in parallel with performing the due diligence, further analyzed and considered specific measures to create business synergies between the Tender Offeror Group and the Target Company Group, as well as the management policy after the Target Company becomes a wholly-owned subsidiary of the Tender Offeror. As a result of such analysis and consideration, the Tender Offeror has come to the conclusion that by making the Target Company a wholly-owned subsidiary of the Tender Offeror through the Transactions, business synergies, primarily in the cross-border e-commerce business, can be expected, which will lead to increased corporate value for the Tender Offeror Group and the Target Company Group. On December 2, 2024, the Tender Offeror presented a legally binding letter of intent to the Target Offeror, setting the tender offer price for the Target Company's common shares at 4,000 yen (representing a premium of 10.96% (rounded to the

nearest hundredth; hereinafter the same in calculating the premium rate) on the closing price of the Target Company Shares on the Tokyo Stock Exchange Prime Market on November 29, 2024, which is the business day immediately preceding December 2, 2024 when the proposal was made, a premium of 27.31% on the simple average closing price of 3,142 yen (rounded to the first decimal place; hereinafter the same for all simple average closing prices) for the one-month period up to the same date, a premium of 39.13% on the simple average closing price of 2,875 yen for the three-month period up to the same date, and a premium of 51.80% on the simple average closing price of 2,635 yen for the six-month period up to the same date), and setting the purchase price per share option of the Share Options to 226,300 yen per share option of the Series 11 Share Options (amount obtained by multiplying the difference (2,263 yen) between 4,000 yen as the proposed tender offer price and 1,737 yen as the exercise price of the Series 11 Share Options per share of the Target Company Shares by the number of Target Company Shares (100 shares) underlying one share option of the Series 11 Share Options), 292,900 yen per share option of the Series 12 Share Options (amount obtained by multiplying the difference (2,929 yen) between 4,000 yen as the proposed tender offer price and 1,071 yen as the exercise price of the Series 12 Share Options per share of the Target Company Shares by the number of Target Company Shares (100 shares) underlying one share option of the Series 12 Share Options), 292,900 yen per share option of the Series 13 Share Options (amount obtained by multiplying the difference (2,929 yen) between 4,000 yen as the proposed tender offer price and 1,071 yen as the exercise price of the Series 13 Share Options per share of the Target Company Shares by the number of Target Company Shares (100 shares) underlying one share option of the Series 13 Share Options), 27,000 yen per share option of the Series 14 Share Options (amount obtained by multiplying the difference (270 yen) between 4,000 yen as the proposed tender offer price and 3,730 yen as the exercise price of the Series 14 Share Options per share of the Target Company Shares by the number of Target Company Shares (100 shares) underlying one share option of the Series 14 Share Options), 14,740 yen per share option of the Series 15 Share Options (amount obtained by multiplying the difference (1,474 yen) between 4,000 yen as the proposed tender offer price and 2,526 yen as the exercise price of the Series 15 Share Options per share of the Target Company Shares by the number of Target Company Shares (100 shares) underlying one share option of the Series 15 Share Options), and 166,100 yen per share option of the Series 16 Share Options (amount obtained by multiplying the difference (1,661 yen) between 4,000 yen as the proposed tender offer price and 2,339 yen as the exercise price of the Series 16 Share Options per share of the Target Company Shares by the number of Target Company Shares (100 shares) underlying one share option of the Series 16 Share Options). As a result, on December 2, 2024, the Target Company notified the Tender Offeror that it had selected the Tender Offeror as its final candidate.

Furthermore, in parallel with the discussions with the Target Company, the Tender Offeror also held discussions with the Tendering Shareholders regarding tendering agreements. Specifically, the Tender Offeror entered into a non-disclosure agreement with each Tendering Shareholder in early December 2024 and began negotiations toward entering into a tendering agreement. On December 5, 2024, December 6, 2024 and December 10, 2024, the Tender Offeror provided AVI, VARECS and MIRI, respectively, with an explanation of the outline of the Transactions and the expected Tender Offer Price of 4,000 yen and asked them whether they would consider tendering their shares in the Tender Offer if the Transactions were to be carried out. The Tender Offeror then began full-scale negotiations for the Tendering Agreements from December 5, 2024, December 6, 2024 and December 10, 2024 with AVI, VARECS and MIRI, respectively. The Tender Offeror reached with an agreement on the terms of the Tendering Agreements, including the Tender Offer Price of

4,000 yen, with MIRI on December 16, 2024 and VARECS and AVI on December 17, 2024.

Subsequently on December 19, 2024, the Tender Offeror informed the Target Company that the Tender Offeror and the Tendering Shareholders have entered into the Tendering Agreements with the Tender Offer Price of 4,000 yen. Given that the Tender Offer Price of 4,000 yen was the highest price offered by the candidates, the Target Company reached an agreement with the Tender Offeror to set the Tender Offer Price at 4,000 yen.

③ Relationship with the valuation agent

Mizuho Securities as the Tender Offeror's financial advisor and third-party valuation institution is not a related party of the Tender Offeror, the Tendering Shareholders and the Target Company, and has no material interest in the Tender Offer. Mizuho Bank, a group company of Mizuho Securities, provides loans to the Tender Offeror and the Target Company as part of normal banking transactions, but has no material interests in the Tender Offer that would result in a conflict of interest with the Tender Offeror or the Target Company.

(5) Number of Share Certificates, etc. to be Purchased

Class of share certificates, etc.	Number of shares to be purchased	Minimum number of shares to be purchased	Maximum number of shares to be purchased
Common Shares	13,452,923 shares	8,882,500 shares	― shares
Total	13,452,923 shares	8,882,500 shares	― shares

(Note 1) If the total number of Tendered Share Certificates, etc. falls short of the minimum number of shares to be purchased (8,882,500 shares), all of the Tendered Share Certificates, etc. will not be purchased by the Tender Offeror. If the total number of Tendered Share Certificates, etc. is equal to or greater than the minimum number of shares to be purchased, the Tender Offeror will purchase all of the Tendered Share Certificates, etc.

(Note 2) Because the maximum number of shares to be purchased has not been set in the Tender Offer, the "number of shares to be purchased" above is indicated to be the same as the Total Number of Shares after Taking the Target Company's Potential Shares into Account (13,452,923 shares) as the maximum number of shares (13,452,923 shares) of the Target Company Shares to be acquired by the Tender Offeror.

(Note 3) Shares constituting less than a unit will also be subject to purchase through the Tender Offer. The Target Company may purchase its own shares in accordance with the procedures stipulated by law during the tender offer period from any shareholder who exercises the right to require the Target Company to purchase shares constituting less than a unit under the Companies Act.

(Note 4) The Tender Offeror does not intend to acquire, through the Tender Offer, any treasury shares held by the Target Company.

(Note 5) The Target Company Shares that are issued or transferred upon the exercise of the Share Options by the last day of the tender offer period will also be subject to the Tender Offer.

(Note 6) The "number of shares to be purchased" and "minimum number of shares to be purchased" above are provisional numbers based on information as of today, and the actual "number of shares to be purchased" and "minimum number of shares to be purchased" in the Tender Offer may differ from the figures above

due to changes in the total number of issued shares of the Target Company and the number of treasury shares held by the Target Company after the same date, or other reasons. In addition, the final "number of shares to be purchased" and "minimum number of shares to be purchased" will be determined before the commencement of the Tender Offer, taking into account the latest information available at the time of the commencement of the Tender Offer.

(6) Change of Ownership Percentage of Share Certificates, etc. Due to Purchase, etc.

Number of Voting Rights Represented by Share Certificates, etc. Owned by Tender Offeror prior to Purchase, etc.	0	(Ownership Percentage of Share Certificates etc. prior to Purchase, etc.: —%)
Number of Voting Rights Represented by Share Certificates, etc. Owned by Special Related Parties prior to Purchase, etc.	0	(Ownership Percentage of Share Certificates etc. prior to Purchase, etc.: 0.00%)
Number of Voting Rights Represented by Share Certificates, etc. Owned by Tender Offeror after Purchase, etc.	134,529	(Ownership Percentage of Share Certificates etc. after Purchase, etc.: 100.00%)
Number of Voting Rights Represented by Share Certificates, etc. Owned by Special Related Parties after Purchase, etc.	0	(Ownership Percentage of Share Certificates etc. after Purchase, etc.: 0.00%)
Total Number of Voting Rights of All Shareholders, etc. of the Target Company	121,115	

(Note 1) "Number of Voting Rights Represented by Share Certificates, etc. Owned by Tender Offeror after Purchase, etc." is the number of voting rights with respect to the number of shares to be purchased (13,452,923 shares) in the Tender Offer indicated in "(5) Number of Share Certificates, etc. to be Purchased" above.

(Note 2) "Total Number of Voting Rights of All Shareholders, etc. of the Target Company" represents the total number of voting rights of all shareholders of the Target Company as of March 31, 2024 indicated in the Target Company's Second Quarter Report submitted by the Target Company on May 14, 2024. However, as shares constituting less than a unit and the Target Company Shares that may be issued or transferred upon the exercise of the Share Options are also subject to the Tender Offer, in calculating the "Ownership Percentage of Share Certificates etc. prior to Purchase, etc." and the "Ownership Percentage of Share Certificates etc. after Purchase, etc.", the number of voting rights (134,529 voting rights) with respect to the Total Number of Shares after Taking the Target Company's Potential Shares into Account (13,452,923 shares) is used as the denominator.

(7) Aggregate Tender Offer Price (scheduled):

53,811,692,000 yen

(Note) The "Aggregate Tender Offer Price" above is the amount calculated by multiplying the number of shares to be purchased (13,452,923 shares) indicated in "(5) Number of Share Certificates, etc. to be Purchased" above by the Tender Offer Price (4,000 yen per share). Therefore, if the actual number of shares to be purchased in the Tender Offer differs due to fluctuations after today, etc., the Aggregate Tender Offer Price may change.

(8) Other Conditions and Methods of Purchase, etc.

① Conditions set forth in each Item of Article 27-13, Paragraph 4 of the Act and details thereof

If the total number of Tendered Share Certificates, etc. falls short of the minimum number of shares to be

purchased (8,882,500 shares), all of the Tendered Share Certificates, etc. will not be purchased by the Tender Offeror. If the total number of Tendered Share Certificates, etc. is equal to or greater than the minimum number of shares to be purchased (8,882,500 shares), the Tender Offeror will purchase all of the Tendered Share Certificates, etc.

② Existence of conditions for withdrawal, etc. of the Tender Offer, details thereof, and method of disclosing withdrawal, etc.

Under the Tender Offer Agreement, if any of the events specified in Article 14(1)(i)(a) through (j) and (m) through (s), (iii)(a) through (h), and (iv), and (2)(iii) through (vi) of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965, as amended; hereinafter referred to as the "Order") occurs, the Tender Offer may be withdrawn by the Tender Offeror. The reasons for the withdrawal above may be amended separately at the time of the commencement of the Tender Offer to the extent that such amendments do not violate the relevant laws and regulations.

If the Tender Offer is to be withdrawn, etc., an electronic public notice will be given and a notice to that effect will be published in the Nihon Keizai Shimbun. However, if it is difficult to give a public notice by the last day of the tender offer period, an announcement will be made in accordance with Article 20 of the Cabinet Office Ordinance and a public notice will be given immediately thereafter.

③ Other items

The "Method of Settlement", "Date of Notice of Commencement of Tender Offer" and "Other Conditions and Methods of Purchase, etc." will be notified as soon as they are determined as with "(2) Schedule, etc." above. Mizuho Securities is scheduled to be appointed as the tender offer agent.

3. Policy, etc. after the Tender Offer and Future Outlook

For the policy, etc. after the Tender Offer, please see the section titled "1. Purpose, etc. of Purchase, etc." above.

4. Other Items

(1) Agreements between Tender Offeror and Target Company or its Officers, and Details Thereof

① Agreements between Tender Offeror and Target Company or its Officers

According to the Target Company Press Release, the Target Company resolved in its board of directors meeting held today to express an opinion in favor of the Tender Offer once the Tender Offer is commenced, and to recommend that the Target Company's shareholders and the Share Option Holders tender their shares and share options through the Tender Offer.

For details of the decision-making process of the Target Company's board of directors, please refer to the section titled "1. Purpose, etc. of Purchase, etc.", "(3) Measures to Ensure the Fairness of the Tender Offer such as Measures to Ensure the Fairness of the Price for Purchase, etc. and to Avoid Conflicts of Interest", "⑥ Approval of the Target Company's directors with no conflict of interest (including directors who are audit and supervisory committee members)" above.

② Tender Offer Agreement

The Tender Offeror has executed the Tender Offer Agreement with the Target Company as of today. For

details, please refer to the section titled "1. Purpose, etc. of Purchase, etc.", "(6) Material Agreements related to the Tender Offer", "① Tender Offer Agreement" above.

(2) Other Information Deemed Necessary for Investors to Determine whether to Tender their Shares through the Tender Offer

① Announcement of "Consolidated Financial Results for Fiscal Year Ended September 2024 (Prepared in Conformity with Generally Accepted Accounting Principles in Japan)"

According to the Target Company, the Target Company has announced the Target Company's Financial Results on November 7, 2024. The Target Company's profit and loss situation for the same period based on the details of the announcement is as follows. The details have not been audited by an auditing firm pursuant to the provisions of Article 193-2(1) of the Act. The summary of the details of the announcement provided below is an excerpt of the details announced by the Target Company, and the Tender Offeror has not independently verified the accuracy or veracity. For details, please refer to the announcement.

(i) Profit and loss status (consolidated)

Accounting period	Fiscal year ended September 2024
Net sales	25,428 million yen
Operating profit	2,401 million yen
Ordinary profit	2,221 million yen
Net income attributable to shareholders of parent company	1,351 million yen

(ii) Per share data (consolidated)

Accounting period	Fiscal year ended September 2024
Net assets per share	1,109.12 yen
Net income per share	111.06 yen

② Announcement of "Notice regarding dividends from surplus (no dividends)"

The Target Company's board of directors resolved on December 19, 2024 not to pay final dividends for the fiscal year ending September 2025. For details, please refer to the announcement made by the Target Company today.

[Disclaimer]

[Soliciting Regulations]

This press release is a news statement intended for the announcement of the Tender Offer to the general public and is not intended for soliciting an offer to sell the shares in connection with the Tender Offer. If anyone desires to sell his or her shares, a shareholder should, at his or her own responsibility, carefully read the tender offer explanatory statement for the Tender Offer and accept the Tender Offer in his or her own discretion. This press release is not considered as an offer or solicitation of sale of securities or offer of purchase of securities and does not constitute any such part. This press release (or any part of it) or the fact of its distribution does not provide a basis for any kind of agreement pertaining to the Tender Offer, and it may not be relied upon when executing any such agreement.

[Regulations of the United States]

Although the Tender Offer will be conducted in compliance with the procedures and disclosure standards prescribed in the Financial Instruments and Exchange Act in Japan, such procedures and standards are not necessarily identical to those applicable in the United States. In particular, Sections 13(e) and 14(d) of the U.S. Securities Exchange Act of 1934 (as amended), and the rules prescribed thereunder do not apply to the Tender Offer, and the Tender Offer is not intended to comply with the procedures or standards set forth in any such provisions. All financial information contained or referenced in this press release and the reference documents of this press release is based on generally accepted accounting principles in Japan, not the U.S. accounting standards, may not be equivalent or comparable to the financial information prepared in accordance with U.S. accounting standards. In addition, because the Tender Offeror is a legal entity incorporated outside of the United States and some or all of its officers are not U.S. residents, it may be difficult to enforce any rights or make claims arising under the U.S. securities laws. Shareholders may not be able to commence legal proceedings against legal entities outside the United States and their officers in non-U.S. courts for violations of the U.S. securities laws. Furthermore, U.S. courts do not necessarily have jurisdiction over legal entities and their respective subsidiaries and affiliates outside the United States.

All procedures related to the Tender Offer shall be conducted entirely in the Japanese language. All or any part of the documents related to the Tender Offer is prepared in the English language. If there is any inconsistency between the English documentation and the Japanese documentation including this announcement, the Japanese documentation shall prevail.

The financial advisor of the Tender Offeror and the Target Company (including their affiliates), the tender offer agent and their respective affiliates may, within their ordinary course of business, purchase, or conduct any act toward the purchase of, the shares of the common shares of the Target Company for their own account or for their customers' accounts outside the Tender Offer prior to the commencement of, or during, the period of the Tender Offer, etc. in accordance with the requirements of Rule 14e-5(b) under the U.S. Securities Exchange Act of 1934 to the extent permissible under the financial instruments and exchange laws in Japan. If any information concerning such purchase is disclosed in Japan, the person who made such purchase will disclose such information in English on its website.

[Forward-Looking Statements]

This information, including the information concerning the future business of the Tender Offeror, the Target Company and other companies may include the forward-looking expression such as "look for," "expect," "aim

at," "schedule," "convinced of," and "anticipate." These expressions are based on the outlook for the business of the Tender Offeror at this point, and may change depending on the situation going forward. In respect of the information, the Tender Offeror undertakes no obligation to change forward-looking expressions to current state in order to reflect the actual performance, various circumstances and change of conditions.

This press release includes "forward-looking statements" as defined in Section 27A of the U.S. Securities Act of 1933 (as amended) and Section 21E of the U.S. Securities Exchange Act of 1934. Actual results may differ substantially from future expectations or other express or implicit forward-looking statements due to known or unknown risks, uncertainties or other factors. Neither the Tender Offeror nor any of its affiliates promise that the projections, etc. expressed or implied as "forward-looking statements" will ultimately be accurate. The "forward-looking statements" in this press release have been prepared based on information available to the Tender Offeror as of the date hereof, and unless otherwise required by law or regulation, neither the Tender Offeror nor the Target Company (including their affiliates) will be responsible for updating or otherwise revising such forward-looking statements in order to reflect any future event or circumstances.

[Other Countries]

In certain countries or regions, the announcement, issue or distribution of this press release may be restricted by laws or regulations. In such cases, you are required to be aware of such restrictions and comply with the laws and regulations of such countries or regions. The announcement, issuance or distribution of this press release does not constitute any solicitation of an offer to sell or offer to purchase shares in relation to the Tender Offer, and shall be considered as a mere distribution of informative materials.